

# **RelyOn Nutec Denmark A/S**

Uglviggårdsvej 3, DK-6705 Esbjerg Ø

CVR no. 27 46 08 28

## **Annual report for 2019**

Årsrapporten er godkendt på den  
ordinære generalforsamling, d. 23.06.20

Birgitte Poulsen  
Dirigent

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**The company**

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RelyOn Nutec Denmark A/S  
Uglviggårdsvej 3  
DK-6705 Esbjerg Ø

Registered office: Esbjerg  
CVR no.: 27 46 08 28  
Financial year: 01.01 - 31.12

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**Executive Board**

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Claus Nexø Hansen

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**Board of Directors**

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Torben Peder Korsgaard  
Birgitte Poulsen  
Torben Harring  
Rene Kjer Petersen  
Jesper René Daugbjerg

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**Auditors**

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PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Statement by the Executive Board and Board of Directors on the annual report

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We have on this day presented the annual report for the financial year 01.01.19 - 31.12.19 for RelyOn Nutec Denmark A/S.

The annual report is presented in accordance with Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.19 and of the results of the company's activities for the financial year 01.01.19 - 31.12.19.

The annual report is submitted for adoption by the general meeting.

Esbjerg Ø, June 23, 2020

### Executive Board

Claus Nexø Hansen

### Board of Directors

Torben Peder Korsgaard  
Chairman

Birgitte Poulsen

Torben Haring

Rene Kjer Petersen

Jesper René Daugbjerg

**To the Shareholder of RelyOn Nutec Denmark A/S****Opinion**

We have audited the financial statements of RelyOn Nutec Denmark A/S for the financial year 01.01.19 - 31.12.19, which comprise the income statement, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared in accordance with Danish Financial Statements Act (Årsregnskabsloven).

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 31.12.19 and of the results of the company's operations for the financial year 01.01.19 - 31.12.19 in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

**Basis for conclusion**

We conducted our audit in accordance with International Standards on Auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Management's responsibility for the financial statements**

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore the Management is responsible for the internal control as the Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with International Standards on Auditing and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hellerup, June 23, 2020

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab  
CVR no. 33 77 12 31

Bo Schou-Jacobsen  
State Authorized Public Accountant  
MNE-no. mne28703

Thomas Wraae Holm  
State Authorized Public Accountant  
MNE-no. mne30141

## Income statement

Note		2019 DKK	2018 DKK
	<b>Gross profit</b>	<b>34,916,842</b>	<b>41,137,151</b>
3	Staff costs	-28,116,219	-28,560,796
	Depreciation and impairments losses of property, plant and equipment	-3,194,489	-3,022,928
	<b>Profit before net financials</b>	<b>3,606,134</b>	<b>9,553,427</b>
4	Financial income	91,020	96,086
5	Financial expenses	-395,544	-193,480
	<b>Profit before tax</b>	<b>3,301,610</b>	<b>9,456,033</b>
6	Tax on profit or loss for the year	-984,795	-2,171,382
	<b>Profit for the year</b>	<b>2,316,815</b>	<b>7,284,651</b>
	<b>Proposed appropriation account</b>		
	Retained earnings	2,316,815	7,284,651
	<b>Total</b>	<b>2,316,815</b>	<b>7,284,651</b>



**Balance sheet**

<b>ASSETS</b>		31.12.19	31.12.18
		DKK	DKK
Note			
	Land and buildings	593,419	593,419
	Leasehold improvements	4,294,620	2,888,872
	Plant and machinery	308,111	352,687
	Other fixtures and fittings, tools and equipment	8,491,292	8,968,644
<b>7</b>	<b>Total property, plant and equipment</b>	<b>13,687,442</b>	<b>12,803,622</b>
<b>8</b>	Equity investments in group enterprises	212,787	0
	Receivables from group enterprises	2,401,909	0
	<b>Total investments</b>	<b>2,614,696</b>	<b>0</b>
	<b>Total non-current assets</b>	<b>16,302,138</b>	<b>12,803,622</b>
	Trade receivables	9,485,123	10,688,267
	Receivables from group enterprises	7,210,031	9,623,199
	Deferred tax asset	644,403	1,540,437
	Income tax receivable	1,970,777	1,132,685
	Other receivables	3,806,153	2,623,002
	Prepayments	1,819,889	1,588,796
	<b>Total receivables</b>	<b>24,936,376</b>	<b>27,196,386</b>
	<b>Cash</b>	<b>1,464,131</b>	<b>379,708</b>
	<b>Total current assets</b>	<b>26,400,507</b>	<b>27,576,094</b>
	<b>Total assets</b>	<b>42,702,645</b>	<b>40,379,716</b>

## Balance sheet

<b>EQUITY AND LIABILITIES</b>		31.12.19	31.12.18
		DKK	DKK
Note			
	Share capital	2,010,000	2,010,000
	Retained earnings	27,754,545	25,428,046
	<b>Total equity</b>	<b>29,764,545</b>	<b>27,438,046</b>
9	Lease obligations	990,619	802,726
	<b>Total long-term payables</b>	<b>990,619</b>	<b>802,726</b>
9	Short-term part of long-term payables	171,163	54,360
	Trade payables	3,860,772	3,848,635
	Payables to group enterprises	899,304	1,109,760
	Income taxes	62,403	1,438,118
	Other payables	6,953,839	5,688,071
	<b>Total short-term payables</b>	<b>11,947,481</b>	<b>12,138,944</b>
	<b>Total payables</b>	<b>12,938,100</b>	<b>12,941,670</b>
	<b>Total equity and liabilities</b>	<b>42,702,645</b>	<b>40,379,716</b>

- 1 Subsequent events
- 2 Primary activities
- 10 Contingent liabilities
- 11 Related parties
- 12 Accounting policies

## Statement of changes in equity

Figures in DKK	Share capital	Retained earnings	Total equity
Statement of changes in equity for 01.01.18 - 31.12.18			
Balance as at 01.01.18	2,010,000	18,090,040	20,100,040
Foreign currency translation adjustment of foreign enterprises	0	53,355	53,355
Net profit/loss for the year	0	7,284,651	7,284,651
Balance as at 31.12.18	2,010,000	25,428,046	27,438,046
Statement of changes in equity for 01.01.19 - 31.12.19			
Balance as at 01.01.19	2,010,000	25,428,046	27,438,046
Foreign currency translation adjustment of foreign enterprises	0	9,684	9,684
Net profit/loss for the year	0	2,316,815	2,316,815
Balance as at 31.12.19	2,010,000	27,754,545	29,764,545

## 1. Subsequent events

The outbreak of the Coronavirus disease (COVID-19) is unfortunate and critical to the global society. We are committed to the health and safety of our customers and of course our own staff. Due to the measures introduced by the Governments in several countries, we have taken several measures since January 2020 to keep customers and employees safe during this unusual situation. This includes scaling down and closing temporarily some training sites and to lay off employees temporarily. The majority of the training centers has been reopened.

Management is monitoring the impact of COVID-19 very closely to be able to take the necessary measures to mitigate adverse effects on the operating results, net working capital and liquidity.

Management has developed a number of scenarios and are prepared to implement contingency plans as and when deemed necessary.

Obviously, the outbreak of the COVID-19 will have a negative impact on the company's revenue as well as net profit for 2020; however, at this point the effect is still too early to quantify reliably. The extent of the impact will depend on how long the situation will continue.

During Q2 2020, the parent company, BidCo RelyOn Nutec A/S initiated and obtained a refinancing package. On this basis, Management assesses that the capital resources are sufficient.

Please refer to the separate company announcements of 29 May 2020 and 8 June 2020, respectively, for further information regarding the refinancing elements and written resolution (go to: <https://relyonnutec.com/en/investor/>).

Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjusting event to the Company and the Group. Management has not subsequently identified any material remeasurements of assets and liabilities.

## 2. Primary activities

The Entity's primary activity is to provide safety training and consultancy services to relevant high-risk industries, from facilities in Denmark and the branch in Germany.

	2019	2018
	DKK	DKK

### 3. Staff costs

Wages and salaries	24,469,413	26,242,346
Pensions	2,818,747	2,318,450
Other staff costs	828,059	0

Total	28,116,219	28,560,796
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Average number of employees during the year	51	57
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### 4. Financial income

Interest, group enterprises	17,591	0
Other financial income	73,429	96,086

Total	91,020	96,086
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### 5. Financial expenses

Other interest expenses	306,379	193,480
Foreign exchange losses	89,165	0

Total	395,544	193,480
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### 6. Tax on profit or loss for the year

Current tax for the year	89,622	2,800,254
Adjustment of deferred tax for the year	681,991	-437,940
Adjustment of tax in respect of previous years	213,182	-190,932

Total	984,795	2,171,382
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## 7. Property, plant and equipment

Figures in DKK	Land and buildings	Leasehold improvements	Plant and machinery	Other fixtures and fittings, tools and equipment
Cost as at 01.01.19	2,952,694	5,496,380	352,687	40,964,633
Additions during the year	0	2,413,627	0	2,477,672
Disposals during the year	0	-853,433	0	0
Transfers during the year to/from other items	0	0	-44,576	44,576
Cost as at 31.12.19	2,952,694	7,056,574	308,111	43,486,881
Depreciation and impairment losses as at 01.01.19	-2,359,275	-2,607,508	0	-31,995,988
Depreciation during the year	0	-154,446	0	-2,999,601
Depreciation and impairment losses as at 31.12.19	-2,359,275	-2,761,954	0	-34,995,589
Carrying amount as at 31.12.19	593,419	4,294,620	308,111	8,491,292
Carrying amount of assets held under finance leases as at 31.12.19	0	0	0	963,161

**8. Equity investments in group enterprises**

Figures in DKK	Equity invest- ments in group enterprises
Additions during the year	212,787
Cost as at 31.12.19	212,787
Carrying amount as at 31.12.19	212,787
Name and registered office:	Ownership interest
Subsidiaries:	
RelyOn Nutec Germany GmbH, Germany	100%

Group enterprise is incorporated in 2019 and there has not been any activities in the financial year.

**9. Long-term payables**

Figures in DKK	Repayment first year	Outstanding debt after 5 years	Total payables at 31.12.19	Total payables at 31.12.18
Lease obligations	171,163	147,576	1,161,782	857,086
Total	171,163	147,576	1,161,782	857,086

## 10. Contingent liabilities

The Company has signed an rental agreement effective until 30 September 2036 for its buildings. Annual rent amounts to DKK 2,423k.

The Company has also signed rental agreements for other premises effective until 31 October 2020 to 30 June 2028. Annual rent amounts to DKK 1,899k

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of P-RelyOn Nutec A/S, which is the management company of the joint taxation purposes. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

## 11. Related parties

### Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

### Consolidated Financial Statements

The company is included in the consolidated financial statements of the parent BidCo RelyOn Nutec A/S, Copenhagen V.

The Group Annual Report of BidCo RelyOn Nutec A/S may be obtained at the following address:

BidCo RelyOn Nutec A/S  
Kalvebod Brygge 45,3.  
DK-1560 Copenhagen V



## 12. Accounting policies

### GENERAL

The Annual Report of RelyOn Nutec Denmark A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019 are presented in DKK.

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of BidCo RelyOn Nutec A/S, the company has not prepared consolidated financial statements.

### Basis of recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

### CURRENCY

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

**12. Accounting policies** - continued -

On recognition of foreign operations where operations are independent from the parent company, profit and loss accounts are translated at monthly average exchange rates, and balance sheet items are translated at the exchange rates ruling at the balance sheet date. Exchange differences arising on translation of the opening equity of foreign operations at the exchange rates ruling at the balance sheet date and on translation of profit and loss accounts from average exchange rates to the rates ruling at the balance sheet date are recognised directly in equity.

**LEASES**

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an alternative borrowing rate as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Company.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

**INCOME STATEMENT****Gross profit**

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income and other external expenses.

**Revenue**

Revenue from the sale of services is recognised when the risks and rewards relating to the services sold have been transferred to the purchaser.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

**12. Accounting policies** - continued -**Other external expenses**

Other external expenses comprise expenses for premises and sales as well as office expenses, etc.

**Staff costs**

Staff expenses comprise wages and salaries as well as payroll expenses.

**Amortisation, depreciation and impairment losses**

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

**Other net financials**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

**Tax on profit/loss for the year**

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with with Danish Group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

**BALANCE SHEET****Property, plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

**12. Accounting policies** - continued -

Buildings	20 years
Other fixtures and fittings, tools and equipment	3-10 years
Leasehold improvements	10 years

Depreciation period and residual value are reassessed annually.

**Equity investments in group enterprises**

Equity investments in subsidiaries are measured in the balance sheet at cost less any impairment losses.

Gains or losses on the divestment of subsidiaries are determined as the difference between the divestment consideration and the carrying amount of net assets at the time of sale, including non-amortised goodwill, as well as the expected costs of divestment or discontinuation. Gains and losses are recognised in the income statement under income from equity investments.

**Impairment losses on fixed assets**

The carrying amounts of non-current assets are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

If dividends are distributed on equity investments in subsidiaries exceeding the year earnings from the enterprise in question, this is considered an indication of impairment.

**Receivables**

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

**Prepayments**

Prepayments comprise prepaid expenses concerning incurred costs relating to subsequent financial years.

**Cash**

Cash includes deposits in bank accounts as well as operating cash.

**12. Accounting policies** - continued -**Current and deferred tax**

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

**Payables**

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.