



QualiWare Holding ApS

Ryttermarken 15
3520 Farum
CVR No. 28295030

Annual report 2019

The Annual General Meeting adopted the
annual report on 10.06.2020

Peter Sørensen

Chairman of the General Meeting

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Entity details

Entity

QualiWare Holding ApS

Ryttermarken 15

3520 Farum

CVR No.: 28295030

Registered office: Furesø

Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Thue Winther-Jørgensen

Jacob Dreyer Lund

Gitte Strandly

Kuno Brodersen

Tom Hertz

Executive Board

Kuno Brodersen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of QualiWare Holding ApS for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Farum, 10.06.2020

Executive Board

Kuno Brodersen

Board of Directors

Thue Winther-Jørgensen

Jacob Dreyer Lund

Gitte Strandly

Kuno Brodersen

Tom Hertz

Independent auditor's report

To the shareholders of QualiWare Holding ApS

Opinion

We have audited the financial statements of QualiWare Holding ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 ISAs 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 ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 10.06.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Thomas Frommelt Hertz

State Authorised Public Accountant
Identification No (MNE) mne31543

René Carøe Andersen

State Authorised Public Accountant
Identification No (MNE) mne34499

Management commentary

Primary activities

The Company's objective is to own investments in associates and group enterprises.

Development in activities and finances

Profit for the year came to DKK 3,360k against 418k in 2018. Management considers the performance satisfactory.

Events after the balance sheet date

QualiWare Holding ApS's income is derived from subsidiaries whose revenues primarily come from contract sales with both public and private companies, which are to a large extent well consolidated. The outbreak of Covid-19 virus in early 2020, as well as a fall in oil prices and the Norwegian exchange rate, are expected to have a spill-over effect on the result in 2020.

The company's board of directors has decided to acquire 80% of QualiWare Consulting ApS in 2020 to increasing focus on, among other things, the company. digital services.

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2019

	Notes	2019 DKK	2018 DKK
Gross profit/loss		(43,125)	(57,055)
Income from investments in group enterprises		1,225,752	251,201
Income from investments in associates		2,147,143	167,726
Other financial income	1	111,431	140,548
Other financial expenses	2	(74,687)	(69,366)
Profit/loss before tax		3,366,514	433,054
Tax on profit/loss for the year	3	(6,735)	(14,994)
Profit/loss for the year		3,359,779	418,060
Proposed distribution of profit and loss			
Retained earnings		3,359,779	418,060
Proposed distribution of profit and loss		3,359,779	418,060

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Investments in group enterprises		22,291,521	21,068,613
Investments in associates		2,218,043	742,704
Other financial assets	4	24,509,564	21,811,317
Fixed assets		24,509,564	21,811,317
Receivables from group enterprises		2,236,069	4,172,617
Other receivables		4,559	4,559
Income tax receivable		32,504	0
Joint taxation contribution receivable		250,761	0
Receivables		2,523,893	4,177,176
Cash		1,042,372	48,261
Current assets		3,566,265	4,225,437
Assets		28,075,829	26,036,754

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital	5	133,334	133,334
Reserve for net revaluation according to the equity method		21,654,479	20,431,571
Retained earnings		3,311,202	1,132,309
Equity		25,099,015	21,697,214
Other payables		1,120,000	2,080,000
Non-current liabilities other than provisions	6	1,120,000	2,080,000
Payables to associates		834,346	802,357
Income tax payable		0	359,042
Other payables	7	1,022,468	1,098,141
Current liabilities other than provisions		1,856,814	2,259,540
Liabilities other than provisions		2,976,814	4,339,540
Equity and liabilities		28,075,829	26,036,754
Contingent liabilities	8		
Assets charged and collateral	9		

Statement of changes in equity for 2019

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Total DKK
Equity beginning of year	133,334	20,431,571	1,132,309	21,697,214
Purchase of treasury shares	0	0	(16,721)	(16,721)
Exchange rate adjustments	0	(2,844)	61,587	58,743
Profit/loss for the year	0	1,225,752	2,134,027	3,359,779
Equity end of year	133,334	21,654,479	3,311,202	25,099,015

Notes

1 Other financial income

	2019 DKK	2018 DKK
Financial income from group enterprises	111,431	140,548
	111,431	140,548

2 Other financial expenses

	2019 DKK	2018 DKK
Financial expenses from associates	36,314	34,918
Other interest expenses	497	180
Interest regarding tax paid on account	36,996	33,846
Other financial expenses	880	422
	74,687	69,366

3 Tax on profit/loss for the year

	2019 DKK	2018 DKK
Current tax	6,735	14,994
	6,735	14,994

4 Financial assets

	Investments in group enterprises DKK	Investments in associates DKK
Cost beginning of year	637,042	883,802
Cost end of year	637,042	883,802
Revaluations beginning of year	20,431,571	(141,098)
Exchange rate adjustments	(2,844)	61,584
Share of profit/loss for the year	1,225,752	2,147,143
Dividend	0	(733,388)
Revaluations end of year	21,654,479	1,334,241
Carrying amount end of year	22,291,521	2,218,043

Investments in subsidiaries	Registered in	Corporate form	Equity interest %	Equity DKK	Profit/loss DKK
QualiWare ApS	Farum	ApS	100	22,015,671	1,030,707
Qualiware Inc	USA	Inc	100	(11,577,172)	(447,328)
QualiWare AB	Stockholm	AB	83,4	303,506	233,867
QualiWare AS	Stavanger	AS	100	0	0
QualiWare Ltd.	England	Ltd	100	(2,511,671)	(865,229)

Investments in associates	Registered in	Corporate form	Equity interest %	Equity DKK	Profit/loss DKK
QualiSoft AS	Stavanger	AS	37	5,994,713	5,803,088

5 Treasury shares

	Number	Nominal value DKK	Recorded par value DKK	Share of contributed capital %	Purchase/ (selling) price DKK
shares	5,333	5,333	5,333	4	16,721
Investments acquired	5,333	5,333	5,333	4.00	
shares	5,333	5,333	4	5333	
Holding of treasury shares	5,333	5,333	4	5,333.00	

The company has repurchased some shares from former employee.

6 Non-current liabilities other than provisions

	Due after more than 12 months 2019 DKK
Other payables	1,120,000
	1,120,000

7 Other payables

	2019 DKK	2018 DKK
Other costs payable	1,022,468	1,098,141
	1,022,468	1,098,141

8 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these entities.

9 Assets charged and collateral

The entity has guaranteed the group enterprises' debt to the companies bank. Bank loans of groups enterprises amount at 4,174k 31 December 2019.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including #expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Income from investments in associates

Investments in associates comprises the pro rata share of the individual associates' profit/loss after pro rata

elimination of intra-group profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**Investments in group enterprises**

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Investments in associates

Investments in associates are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the associates' equity value plus unamortised goodwill and plus or minus unrealised pro rata intra-group profits and losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in associates.

Associates with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive

obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in associates is transferred to reserve for net revaluation according to the equity method in equity.

Investments in associates are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. #For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises bank deposits.

Treasury shares

Acquisition and selling prices and dividends for treasury shares are classified directly as equity under retained earnings. Gains and losses on sale are not recognised in the income statement.. Capital reduction by cancellation of treasury shares reduces the contributed capital by an amount corresponding to the nominal value.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.