

**HOLDINGSELSKABET AF**

**24. FEBRUAR 2006 A/S**

Nordlundvej 1

DK-7330 Brande

Reg. no. 28 51 48 40

**Annual Report for 2019**

(15th Financial Year)

Fremlagt og godkendt på selskabets  
generalforsamling 31/8 2020  
Som dirigent:

  
(underskrift)

CEO, JESPER RØGE  
(stilling - navn)

NORDLUNDVEJ 1, 7330 BRANDE  
(adresse)

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**STATEMENT BY THE BOARD OF DIRECTORS AND EXECUTIVE BOARD**

The Board of Directors and the Executive Board have today discussed and approved the annual report of for Holdingselskabet af 24. februar 2006 A/S for the financial year 1 January - 31 December 2019.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial statements give a true and fair view of the Company's financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.


Furthermore, in our opinion, Management's review includes a fair review of the development in the Company's operations and financial circumstances, of the results for the year and of the financial position of the Company.

We recommend that the annual report be approved at the annual general meeting.

Brande, 31 August 2020

**EXECUTIVE BOARD**

Jesper Roe

**BOARD OF DIRECTORS**

Arvind Kumar Vij  
(Chairman)



Jesper Roe



Tim Lund Larsen

## INDEPENDENT AUDITOR'S REPORT

**To the Shareholder of Holdingselskabet af 24. februar 2006 A/S**

### **Opinion**

We have audited the Financial Statements of Holdingselskabet af 24. februar 2006 A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, notes and 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 assets, liabilities and financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 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 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### **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 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.

## INDEPENDENT AUDITOR'S REPORT (continued)

### 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 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.

**INDEPENDENT AUDITOR'S REPORT (continued)****Statement on Management's Review**

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, 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 Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review 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 Management's Review.

Vejle, den 31 August 2020

**BDO**

Statsautoriseret revisionsaktieselskab

Reg. no. 20 22 26 70



Allan Lund

State Authorised Public Accountant

MNE no. mne10093

## COMPANY DETAILS

**The Company:**

Holdingselskabet af 24. februar 2006 A/S  
Nordlundvej 1  
DK-7330 Brande  
Phone: +45 96 42 42 42  
Fax: +45 97 18 18 98  
Website: [www.btxgroup.dk](http://www.btxgroup.dk)  
Email: [info@btx.dk](mailto:info@btx.dk)

**Board of Directors:**

Arvind Kumar Vij (Chairman)  
Jesper Roe  
Tim Lund Larsen

**Executive Board:**

Jesper Roe

**Shareholders according to the Danish Companies Act:**

Watermill ApS (Reg. no. 35 02 42 71)  
Nordlundvej 1  
DK-7330 Brande

**Group relations:**

The company is part of a Group having Watermill ApS (CVR no. 35 02 42 71) as its ultimate parent company in the Danish Group.

The registered office of Watermill ApS is the Municipality of Ikast-Brande.

**Subsidiaries (100% ejede):**

BTX Group A/S

Consolidated accounts for the sub-group are not composed with reference to Section 112 of the Danish Financial Statements Act.

**Auditors:**

BDO Statsautoriseret revisionsaktieselskab  
Roms Hule 4, 1st floor  
DK-7100 Vejle

**Bankers:**

Sydbank

## MANAGEMENT'S REVIEW

### Principal activities of the Company

The company is a holding company, whose activity consists in direct or indirect holdings of shares in other companies.

### Development in activities and financial position

Market conditions continued to be challenging in 2019 with customers going out of business and an increased share of business going online. Furthermore closing of unprofitable own stores impacted revenue negatively.

In response to the market challenges we initiated actions to benefit our long term business among other things we closed unprofitable stores, restructured our organisation, renegotiated terms on leaseholds etc.. A transformation plan to secure efficient processes and lean cost base was launched in second half year and will continue into 2020, where the impact will benefit the earnings. Costs for these programs are included in 2019 and lowered earnings significantly.

The result for the year ended at DKK -8 million. The result is considered unsatisfactory.

The challenging market conditions in 2019 are expected to continue in 2020. Investments in market-oriented activities will continue in 2020, just as the current transformation plan will have a high priority. We had a strong start of 2020, where action plans started to pay off, but COVID-19 caused action plans to be put on hold and management to focus differently, consequently a delay in improvement plans is expected on the account of COVID-19.

### Capital structure

In July 2019 a change of ownership was completed as Sun Capital Partners divested Holdingselskabet af 24. februar 2006 A/S to Grow Capital Global Holdings Pte. Limited.

As a consequence of the change of ownership BTX was refinanced. Refinancing included a new committed bank facility. The bank agreement has a number of covenants, which must be continuously fulfilled.

The expected effect of the coronavirus outbreak has been addressed in the new bank facility agreement and incorporated in the covenants. Furthermore the EKF has granted a loan of DKK 35 million in 2020 so the overall bank facility is ensured throughout the year. No breach of covenant is expected in 2020.

Management has chosen to present the accounts on the assumption of going concern.



**MANAGEMENT'S REVIEW (continued)****Important events after the end of the financial year**

The outcome and potential impact on the Groups's activity and financial impact on the business due to coronavirus outbreak is as of the date of the approval of the annual report uncertain given the rapid day-to-day development. Management currently expects the coronavirus outbreak to have a negative impact of DKK 20-25 million on the 2020 financial performance. As of the date of the approval of the annual report the Group continues to work with its clients and the financial short-term impact has been limited. The Board of Directors and Executive Board follows the situation closely.

There are no other events after the reporting period to be disclosed.

**Outlook**

Especially in the light of COVID-19 management expects no improvement in market conditions and we see 2020 to be a challenging year, hence we expect not to see improvements in earnings before 2021.

## ACCOUNTING POLICIES

The annual report of the Holdingselskabet af 24. februar 2006 A/S for 2019 has been prepared in accordance with the provisions applying to reporting class B large enterprises under the Danish Financial Statements Act.

The accounting policies of Holdingselskabet af 24. februar 2006 A/S are unchanged compared to last year.

### **Derivative financial instruments**

Derivative financial instruments are initially recognised in the balance sheet at cost and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are included in other receivables and payables, respectively.

Changes in the fair value of derivative financial instruments designated as and qualifying for recognition as a hedge of the fair value of a recognised asset or liability are recognised in the income statement together with any changes in the fair value of the hedged asset or liability.

Changes in the fair value of derivative financial instruments designated as and qualifying for recognition as a hedge of future assets or liabilities are recognised as other receivables or other payables and in equity until the hedged transaction is realised. If the hedged forecast transaction results in the recognition of assets or liabilities, amounts recognised in equity are transferred to the cost of the asset or liability, respectively. If the hedged forecast transaction results in income or expenses, amounts previously recognised in equity are transferred to the income statement in the period in which the hedged item affects profit or loss.

For derivative financial instruments that do not qualify for hedge accounting, changes in fair value are recognised in the income statement as financial income and expenses.

Changes in the fair value of derivative financial instruments used to hedge net investments in independent foreign subsidiaries are recognised directly in equity.

### **Income statement**

#### **Other external costs**

Other external expenses comprise costs of administration etc.

#### **Financial income and expenses**

Financial income and expenses include interest income and expense, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Financial income and expense are recognised at the amounts relating to the financial year.

## ACCOUNTING POLICIES (continued)

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

Holdingselskabet af 24. februar 2006 A/S is jointly taxed with all wholly-owned Danish subsidiaries. The current Danish corporation tax is allocated in connection with the settlement of joint tax contributions between the jointly taxed Danish companies in proportion to their taxable income (full distribution of tax with refunds for tax losses). The jointly taxed companies are taxed under the on-account tax scheme.

Tax for the year comprises current tax and changes in deferred tax for the year. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to changes directly recognised in equity is recognised directly in equity.

### **Balance sheet**

#### **Intangible assets**

##### *Goodwill*

Goodwill is amortised over its estimated useful life determined on the basis of Management's experience of the specific business areas. Goodwill is amortised on a straight-line basis over the amortisation period which is 20 years. The amortisation period is determined based on the expected repayment period and is longest for strategically acquired enterprises with strong market positions and long-term earnings profiles.

#### **Investments in subsidiaries**

Investments in subsidiaries are measured according to the equity method.

Investments in subsidiaries are measured at the proportionate share of the enterprises' net asset values calculated in accordance with the Group's accounting policies minus or plus unrealised intra-group profits and losses plus or minus any residual value of positive or negative goodwill determined in accordance with the acquisition method.

Investments in subsidiaries with negative net asset values are measured at DKK 0 (nil), and any amounts owed by such enterprises are written down if the amount owed is irrecoverable. If Holdingselskabet af 24. februar 2006 A/S has a legal or constructive obligation to cover a deficit that exceeds the amount owed, the remaining amount is recognised under provisions.

Net revaluation of investments in subsidiaries is recognised in the reserve for net revaluation in equity under the equity method to the extent that the carrying amount exceeds cost. Dividends from subsidiaries which are expected to be adopted before the approval of the annual report of Holdingselskabet af 24. februar 2006 A/ are not recognised in the reserve for net revaluation.

## **ACCOUNTING POLICIES (continued)**

### **Impairment of non-current assets**

The carrying amount of intangible assets and property, plant and equipment as well as investments in subsidiaries is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

### **Receivables**

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a receivable portfolio has been impaired. If there is objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

### **Corporation tax and deferred tax**

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Payable and receivable joint tax contributions are recognised in the balance sheet as "Corporation tax receivable" or "Corporation tax payable".

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the planned use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity and jurisdiction.

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

**ACCOUNTING POLICIES (continued)****Liabilities**

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. During subsequent periods, financial liabilities are measured at amortised cost.

Financial liabilities also include the capitalised residual obligation on finance leases.

Other liabilities are measured at net realisable value.

**Foreign currency translation**

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or liability arose or was recognised in the latest annual report is recognised in the income statement as financial income or financial expenses.

**INCOME STATEMENT**  
**1 January - 31 December 2019**  
DKK'000

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Other external costs		-19	-19
<b>Operating loss</b>		-19	-19
Profit from investments after tax in group enterprises		-6,840	-118,193
Other financial income		0	272
Other financial expenses	1	-1,904	-2,039
<b>Loss before tax</b>		-8,763	-119,979
Tax on profit/loss for the year	2	423	453
<b>LOSS FOR THE YEAR</b>		<u><u>-8,340</u></u>	<u><u>-119,526</u></u>

**PROPOSED DISTRIBUTION OF PROFIT/LOSS**

Retained earnings	-8,340	-119,526
	<u><u>-8,340</u></u>	<u><u>-119,526</u></u>

**BALANCE SHEET at 31 December 2019**

DKK'000

**ASSETS**

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
<b>NON-CURRENT ASSETS</b>			
<b>Investments</b>			
Investments in group enterprises		<u>25,130</u>	<u>35,013</u>
		<u>25,130</u>	<u>35,013</u>
<b>TOTAL NON-CURRENT ASSETS</b>		<u><b>25,130</b></u>	<u><b>35,013</b></u>
<b>CURRENT ASSETS</b>			
<b>Receivables</b>			
Corporation tax receivable		0	32
Deferred tax asset		<u>2,016</u>	<u>1,593</u>
		<u>2,016</u>	<u>1,625</u>
<b>Cash at bank and in hand</b>		<u>0</u>	<u>1</u>
<b>TOTAL CURRENT ASSETS</b>		<u><b>2,016</b></u>	<u><b>1,626</b></u>
<b>TOTAL ASSETS</b>		<u><b>27,146</b></u>	<u><b>36,639</b></u>

**BALANCE SHEET at 31 December 2019**

DKK'000

**EQUITY AND LIABILITIES**

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
<b>EQUITY</b>			
Share capital		72,632	72,632
Retained earnings		<u>-111,221</u>	<u>-99,838</u>
<b>TOTAL EQUITY</b>		<u><b>-38,589</b></u>	<u><b>-27,206</b></u>
<b>LIABILITIES</b>			
<b>Long-term liabilities</b>	<b>3</b>		
Bank loans		<u>0</u>	<u>43,677</u>
		<u>0</u>	<u>43,677</u>
<b>Short-term liabilities</b>			
Bank loans and overdrafts		0	11,804
Amounts owed to group enterprises		65,735	8,219
Other payables		<u>0</u>	<u>145</u>
		<u>65,735</u>	<u>20,168</u>
<b>TOTAL LIABILITIES</b>		<u><b>65,735</b></u>	<u><b>63,845</b></u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><b>27,146</b></u>	<u><b>36,639</b></u>
Mortgages and security	4		
Continued operations	5		
Related party transactions	6		
Cash flow statement	7		



**NOTES**  
DKK'000

	<u>2019</u>	<u>2018</u>
<b>1 FINANCIAL EXPENSES</b>		
Interest payable to group enterprises	<u>492</u>	<u>31</u>
<b>2 TAX ON PROFIT FOR THE YEAR</b>		
Current tax for the year	0	-32
Adjustment of deferred tax for the year	<u>-423</u>	<u>-421</u>
<b>TOTAL TAX ON PROFIT FOR THE YEAR</b>	<u>-423</u>	<u>-453</u>
<b>3 LONG-TERM LIABILITIES</b>		
Long-term liabilities falling due after five years as from the end of the financial year	<u>0</u>	<u>0</u>

**4 MORTGAGES AND SECURITY**

The shares in BTX Group A/S have been provided as security for the Group's overdrafts. The carrying amount of assets, pledged as collateral amounts to DKK 25 million (2018: DKK 35 million)

The parent company has provided guarantees for the Group's overdraft.

The parent company is jointly taxed with the other group companies and has joint and several liability for the taxes relating to the joint taxation.

**5 CONTINUED OPERATIONS**

In July 2019 a change of ownership was completed as Sun Capital Partners divested Holdingselskabet af 24. februar 2006 A/S to Grow Capital Global Holdings Pte. Limited.

As a consequence of the change of ownership BTX was refinanced. Refinancing included a new committed bank facility. The bank agreement has a number of covenants, which must be continuously fulfilled.

The expected effect of the coronavirus outbreak has been addressed in the new bank facility agreement and incorporated in the covenants. Furthermore the EKF has granted a loan of DKK 35 million in 2020 so the overall bank facility is ensured throughout the year. No breach of covenant is expected in 2020.

Management has chosen to present the accounts on the assumption of going concern.

## **NOTES**

### **6 RELATED PARTY TRANSACTIONS**

Related parties with significant influence comprise group companies and the parent company's Executive Board. Related party transactions are conducted under normal market conditions.

### **7 CASH FLOW STATEMENT**

For information on cash flows please see the consolidated financial statements for Watermill ApS.