Revisionsfirmaet Axel Gram

ETSS Group A/S
Flæsketorvet 68, 1,
1711 København V

CVR NO: 29388601

Annual Report
1. januar 2021 til 31. december 2021

Approved at the annual General Meeting of the Company on / 2022

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Chairman of the meeting

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MANAGEMENT'S STATEMENT

Today the Board of Directors and the Executive Board have discussed and approved the Annual Report of ETSS Group A/S for the period 1. januar - 31. december 2021.

The Annual Report has been prepared in conformity with the Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, equity, liabilities and financial position at 31. december 2021 and of its financial performance for the period 1. januar - 31. december 2021.

In our opinion the Management commentary includes a fair review of the matters described.

We recommend that the Annual Report be approved by the Annual General Meeting.

Copenhagen, 19 April 2022

Directors

Karl Olof Fredrik Skarke

Bord of Directors

Karl Olof Fredrik Skarke	Nils Johan Nyrén	Rebecka Sofia Sjöblom

COMPANY INFORMATION

To the shareholders in ETSS Group A/S

Adverse conclusion

In our opinion, because of the significance of the matters described in the Basis for adverse opinion paragraph, the financial statements do not give a true and fair view of the Company's assets, equity and financial position at 31. december 2021 nor of its financial performance for the period 1. januar - 31. december 2021 in conformity with the Financial Statements Act.

Basis for adverse conclusion

The Companys completed development projects are recognized in the Companys balance sheet with a value of DKK 373.264. The Company no longer utilize the completed development projects and have in 2019/20 scrapped the projects. It is our understanding that the completed development projects have a value of DKK 0.Depreciation will be affected with DKK 373.264 affecting the profit/loss with DKK 373.264.

The Companys goodwill is recognized in the Companys balance sheet with a value of DKK 639.000.The Company no longer benefits from future economic benefits deriving from the underlying goodwill. It is our understanding that goodwill has a value of DKK 0. Depreciation will be affected with DKK 639.000 affecting the profit/loss with DKK 639.000.

The Company has a defered tax asset recognized in the Companys balance sheet with a value of DKK 3.271.220. It is our understanding that the deferred tax asset no longer adhere to the Recognition criterion for deferred tax assets, thus the deffered tax asset have a value of DKK 0. Depreciation will be affected by DKK 3.271.220 affecting the profit/loss with DKK 3.271.220.

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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material uncertainties about ability to continue as a going concern

We point out that there is a significant uncertainty that may raise significant doubts about the company's ability to continue operations. We refer to note 1 in the accounts, which states that the company has entered into a payment agreement with its suppliers.

It is the management's assessment that ETSS Group A/S's operations can generate the necessary liquidity, which is why the financial statements have been prepared in accordance with the company's continued operations. Our conclusion is not modified regarding this relationship.

Management's responsibility for the financial statements
Management is responsible for the preparation and fair presentation of financial statements in conformity with the Danish Financial Statements Act. Management is also responsible for the internal control that it deems necessary for 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 responsible for auditing 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 company 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with International Standards on Auditing and relevant legal and regulatory requirements in Denmark. However, because of the matter described in the Basis for disclaimer of opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an opinion on the financial statements.

We are independent of the company as set out in the IESBA Code of Ethics for Professional Accountants and relevant legal and regulatory requirements in Denmark, and we have complied with other ethical requirements under those rules and regulations.

Statement on the Management's review
Management is responsible for the 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 the Management’s Review provides the information required under the Financial Statements Act.

As described in the section "Basis for adverse Conclusion", is our conclusion on the Financial Statementsmodified because of the missing depreciations on Development projects, Goodwill and Deferred tax asset.
Due to the same reasons Management’s Review contains significant misinformation in relation to those amounts.

Odense M, 19 April 2022
Revisionsfirmaet Axel Gram I/S
CVR-No.: 16645699

Morten Damgaard Møller
Statsautoriseret revisor
mne23413

COMPANY INFORMATION

The Company	ETSS Group A/S Flæsketorvet 68, 1, 1711 København V	
	CVR-no.:	29 38 86 01
	Founded:	13. februar 2006
	Financial year:	1. januar - 31. december
Board of directors	Karl Olof Fredrik Skarke Nils Johan Nyrén Rebecka Sofia Sjöblom	
Executive board	Karl Olof Fredrik Skarke	
Auditors	Revisionsfirmaet Axel Gram I/S Bredbjergvej 46 5230 Odense M	

MANAGEMENT COMMENTARY

Main activities of the Company
The company's purpose is to develop and use IT-systems to support customers in travel and service companies.

Development in the activities and the financial situation of the Company
The Company has continued its operations. No significant one-off events occurred in the financial year that need to be included in the management commentary.

The performance and results for the year are considered satisfactory.

Material events after the reporting date
No events have occurred after the reporting date that may materially affect the financial position of the company.

INCOME STATEMENT
1. JANUAR - 31. DECEMBER 2021

Note		2021	2020 tkr.
	GROSS PROFIT	**1.334.819**	**1.188**
2	Staff costs	-63.408	-1.334
	Amortisation, depreciation and impairment losses - intangible assets and property, plant and equipment	-1.022.567	-698
	OPERATING PROFIT OR LOSS	**248.844**	**-844**
	Other financial income	8.582	2
	Other financial expenses	-10.801	-65
	PROFIT OR LOSS BEFORE TAX	**246.625**	**-907**
	PROFIT OR LOSS FOR THE YEAR	**246.625**	**-907**
	PROPOSED DISTRIBUTION OF NET PROFIT		
	Retained earnings	246.625	-907
	SETTLEMENT OF DISTRIBUTION TOTAL	**246.625**	**-907**

BALANCE SHEET AT 31. DECEMBER 2021
ASSETS

Note		2021	2020 tkr.
3	Research and development costs	373.264	746
3	Goodwill	639.000	1.278
	Intangible assets	**1.012.264**	**2.024**
4	Other plant, fixtures and operating equipment	0	10
	Property, plant and equipment	**0**	**10**
	NON-CURRENT ASSETS	**1.012.264**	**2.034**
	Trade receivables	3.877.763	38
	Other receivables	11.895	0
	Deferred tax asset	3.271.220	3.271
	Receivables	**7.160.878**	**3.309**
	Cash	**67.983**	**203**
	CURRENT ASSETS	**7.228.861**	**3.512**
	ASSETS	**8.241.125**	**5.546**

BALANCE SHEET AT 31. DECEMBER 2021
EQUITY AND LIABILITIES

	2021	2020 tkr.
Contributed capital	500.000	500
Reserve for development costs	291.146	582
Retained earnings	1.223.475	686
EQUITY	**2.014.621**	**1.768**
Amounts owed to group enterprises	964.113	0
Long-term payables	**964.113**	**0**
Trade creditors	5.262.391	3.496
Other accounts payable	0	282
Short-term payables	**5.262.391**	**3.778**
PAYABLES	**6.226.504**	**3.778**
EQUITY AND LIABILITIES	**8.241.125**	**5.546**

STATEMENT OF CHANGES IN EQUITY

	2021	2020 tkr.
Contributed capital opening	500.000	500
Contributed capital closing balance	**500.000**	**500**
Reserve for development costs opening	582.292	776
Development costs for the year	-291.146	-194
Reserve for development costs closing balance	**291.146**	**582**
Retained earnings at beginning of period	685.704	-3.019
Profit or loss for the year	246.625	-907
Consolidated subsidy parent company	0	4.418
Development costs of the year	291.146	194
Retained earnings closing balance	**1.223.475**	**686**
EQUITY	**2.014.621**	**1.768**

NOTES

	2021	2020 tkr.

1 Uncertainty regarding the going concern status

The company's debt exceeds receivables excluding deferred tax asset by t.kr. 1.373, which indicates that the company cannot pay it's suppliers on due date.

The company's management has entered into new prolonged payment agreements with 2 main creditors. The continued financing by these 2 creditors is necessary for the company's activities to continue.

It is managements belief that ETSS Group A/S's operation will generate sufficient liquidity, enabling the company to pay it's debt on the new due dates.

Based on the above, the management assesses that the company can continue its operations.

2 Staff costs

	2021	2020 tkr.
Number of people employed	1	6
Wages and salaries	50.023	1.089
Pensions	8.458	223
Other social security costs	4.927	22
Staff costs total	**63.408**	**1.334**

NOTES

3 Intangible assets

	Research and development costs	Goodwill
Cost at beginning of period	1.866.320	3.195.000
Cost 31. december 2021	1.866.320	3.195.000
Amortisation, depreciation and impairment losses at beginning of period	-1.119.792	-1.917.000
Amortisation, depreciation and impairment losses for the year	-373.264	-639.000
Amortisation, depreciation and impairment losses 31. december 2021	-1.493.056	-2.556.000
Intangible assets total	**373.264**	**639.000**

4 Property, plant and equipment

	Other plant, fixtures and operating equipment
Cost at beginning of period	110.834
Cost 31. december 2021	110.834
Amortisation, depreciation and impairment losses at beginning of period	-100.531
Amortisation, depreciation and impairment losses for the year	-10.303
Amortisation, depreciation and impairment losses 31. december 2021	-110.834
Property, plant and equipment total	**0**

ACCOUNTING POLICIES

GENERAL INFORMATION

The financial statements of ETSS Group A/S for the financial year 2021 have been prepared in conformity with the provisions of the Financial Statements Act on class B enterprises combined with a few rules on class C enterprises.

Change in financial year

The company has changed the financial year from 1 May - 30 April to 1 januar - 31 december 2021. Reporting date is now 31. december 2021. The change of the financial year are due to adjustment to the Group's financial year.

This financial year includes the period 1 januar - 31 december 2021. As comparative period 1 May 2020 - 31 December 2020 is used. This financial year's figures are not directly comparable with the Comparative figures.

The accounting policies applied in the financial statements are consistent with those of the previous year. The reporting currency is Danish kroner.

Recognition and measurement in general

Income is recognised in the income statement when earned. Value adjustments of financial assets and liabilities measured at fair value or amortised cost are also recognised in the income statement. Costs incurred to generate the earnings for the year are also recognised in the income statement, including amortisation, depreciation, impairment losses and provisions as well as reversals resulting from changed accounting estimates of amounts previously recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future financial benefits will flow to the Company and it is possible to obtain a reliable measurement of the individual assets.

Liabilities are recognised in the balance sheet when it is probable that future financial benefits will flow from the Company and it is possible to obtain a reliable measurement of the individual liabilities.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item.

Anticipated losses and risks arising before the presentation of the financial statements and confirming or disconfirming facts and circumstances known at the reporting date are taken into consideration at recognition and measurement.

Foreign currency translation

Foreign currency transactions are translated at the exchange rates ruling at the transaction dates. Gains and losses arising from movements between the exchange rates at the date of the individual transaction and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, accounts payable and other monetary items denominated in a foreign currency, but not settled at the reporting date, are translated at the exchange rates ruling at the reporting date.

Exchange rate differences between the exchange rates at the reporting date and the date of the individual transaction are recognised in the income statement as financial income or financial expenses.

INCOME STATEMENT

Gross profit

Gross profit is a combination of the items of 'Revenue, Other operating income, Cost of raw materials and consumables and Other external costs.

Revenue

Revenue from the services performed is recognised when the sales transaction is through, the revenue
can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the
Company. Revenue is recognised exclusive of VAT and net of sales discounts.

Other operating income

Other operating income includes items relating to activities secondary to the main activity of the enterprise.

Other external expenses

Other external expenses include costs for sales, advertising, administration, premises, bad debts, rental expenses under operating leases, etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement based on the amounts which relate to the financial year.

Tax on net profit for the year

Tax for the year comprises current tax and changes in deferred tax. The share attributable to the profit or loss for the year is recognised in the income statement, and the share attributable directly to equity is recognised directly in equity.

BALANCE SHEET

Intangible assets

Development projects

Development costs comprise costs, including wages, salaries and amortisation, that are directly or indirectly attributable to the development activities of the enterprise and meet the recognition criteria.

Capitalised development costs are measured at cost on initial recognition and subsequently at the lower of cost less accumulated amortisation and the recoverable amount.

Capitalised development costs are amortised on a straight-line basis over the estimated economic life after completion of the development work. The amortisation period is 5 years.

Gains or losses arising from the disposal of capitalised development costs are determined as the difference between the selling price less selling costs and the carrying amount at the time of sale. Gains or losses are recognised in the income statement as other operating income or other operating expense.

Goodwill
Acquired goodwill is measured at cost on initial recognition and subsequently at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its estimated economic life of 5 years.

Property, plant and equipment
Property, plant and equipment is measured at cost on initial recognition and subsequently at cost less accumulated depreciation and impairment losses.

The depreciable amount is calculated taking into consideration the residual value of the asset at the end of its useful life, reduced by impairment losses, if any. The depreciation period and the residual value are determined at the date of acquisition. If the residual value exceeds the carrying amount of the asset, depreciation is discontinued.

In case of changes in depreciation period or residual value, the effect of a change in depreciation period is recognised prospectively in accounting estimates.

Cost includes the purchase price and expenses directly related to the acquisition until the time when the asset is ready for use. The cost of self-constructed assets includes costs for materials, components, subcontractors, direct payroll costs and indirect production costs.

The cost of a composite asset is disaggregated into components, which are separately depreciated if the useful lives of the individual components differ.

Depreciation is calculated using the straight-line method over the following estimated useful lives of the individual assets and their residual values:

	User time	Residual value
Tools and equipment	3-5 years	0 %

Gains or losses arising from the disposal of property, plant and equipment are determined as the difference between the selling price less selling costs and the carrying amounts at the time of sale. Gains or losses are recognised in the income statement as other operating income or other operating expense.

Impairment losses relating to non-current assets
The carrying amounts of intangible assets and property plant and equipment are tested annually to determine whether there is any indication of impairment other than what is expressed by amortisation and depreciation. If so, the assets are tested for impairment to determine whether the recoverable amounts are lower than the carrying amounts and the relevant assets are written down to such lower recoverable amounts. An impairment test is carried out annually of ongoing development projects, whether or not there is any indication of impairment.

The recoverable amount of an asset is determined as the higher of the net sales price and the value in use. Where the recoverable amount of the individual assets cannot be determined, the assets are grouped together into the smallest group of assets that can be estimated to determine an aggregate reliable recoverable amount for those units.

Where the independent value in use of goodwill, domiciles and other assets cannot be determined because the assets do not themselves generate future cash flows, the assets will be grouped with the group of assets to which they are attributable for impairment testing.

Receivables
Receivables are measured at amortised cost, which normally corresponds to the nominal value. The value is reduced by an allowance for expected impairment losses.

Impairment of accounts receivable past due is established on individual assessment of receivables.

Corporate income tax and deferred tax
Current tax liabilities and current tax receivable are recognised in the balance sheet as calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured using the balance-sheet liability method on temporary differences arising between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases. In cases where the tax base can be determined under alternative taxation rules, such as in relation to shares, deferred tax is measured on the basis of the intended use of the asset or settlement of the liability.

Deferred tax assets, including the tax base of tax losses allowed for carryforward, are measured at their anticipated net realisable value, either by elimination in tax on future earnings or by offsetting against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at their net realisable values.

Deferred tax is measured based on the tax rules and tax rates applicable when the deferred tax is expected to crystallise as current tax according to the legislation in force at the reporting date. Any change in deferred tax as a result of changes in the tax rates is recognised in the income statement.

Payables
Other payables, comprising trade payables and amounts owed to Group enterprises and associates and other accounts payable, are measured at amortised cost, which normally corresponds to the nominal value.

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"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

KARL OLOF FREDRIK SKARKE
Direktør
På vegne af: ETSS Group A/S
Serienummer: 19720923xxxx
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KARL OLOF FREDRIK SKARKE
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REBECKA SJÖBLOM
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2022-04-22 08:47:47 UTC

BankID

Morten Damgaard Møller
Statsautoriseret revisor
På vegne af: Revisionsfirmaet Axel Gram I/S
Serienummer: PID:9208-2002-2-186285920626
IP: 5.103.xxx.xxx
2022-04-22 08:50:13 UTC

NEM ID

KARL OLOF FREDRIK SKARKE
Dirigent
På vegne af: ETSS Group A/S
Serienummer: 19720923xxxx
IP: 5.150.xxx.xxx
2022-04-22 09:22:07 UTC

BankID