

A. Winther EL-Installation ApS

Åstvej 10B
7190 Billund

CVR no. 29 40 47 98

Annual report for 2022

(17th Financial year)

Adopted at the annual general meeting on
28. marts 2023

Susanne Svarre
chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of A. Winther EL-Installation ApS for the financial year 1 January - 31 December 2022.

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

In my opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

In my opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Billund, 23 March 2023

Executive board

Susanne Svarre

Independent auditor's report on extended review

To the shareholder of A. Winther EL-Installation ApS

Qualified Opinion

We have performed extended review of the financial statements of A. Winther EL-Installation ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

Based on our procedures, except for the potential effects of the matter(s) described in the "Basis for Qualified Opinion" paragraph, the financial statements give a true and fair view of the company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for Qualified Opinion

We have not been able to obtain sufficient and suitable documentation for work in progress of t.DKK 0 (net). We therefore qualify our audit opinion regarding the accounting treatment and valuation for work in progress.

We conducted our extended review in accordance with the Danish Business Authority's standard on auditor's report for small enterprises and FSR - danish auditors' standard on extended review of financial statements in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review 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 and IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our qualified 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 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 responsibility for the extended review of the financial statements

Our responsibility is to express a conclusion on the accompanying financial statements. This requires us to perform procedures in order to obtain limited assurance for our conclusion on these financial statements, and in addition perform specifically required supplementary procedures in order to obtain additional assurance for our conclusion.

Independent auditor's report on extended review

An extended review of financial statements includes procedures primarily consisting of making inquiries of management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit and accordingly we do not express an audit opinion on these financial statements.

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 extended review 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 extended review, 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.

Hellerup, 23 March 2023

CVR no. 33 25 68 76



Søren Jonassen
State Authorized Public Accountant
MNE no. mne18488

Company details

The company

A. Winther EL-Installation ApS
Åstvej 10B
7190 Billund

CVR no.: 29 40 47 98

Reporting period: 1 January - 31 December 2022

Incorporated: 1 March 2006

Financial year: 17th financial year

Domicile: Billund

Executive board

Susanne Svarre

Auditors

Crowe
Statsautoriseret Revisionsinteressentskab v.m.b.a.
Rygårds Allé 104
2900 Hellerup

Management's review

Business review

The company's purpose is to run trade, crafts, industry and related business at the discretion of the management.

Financial review

The company's income statement for the year ended 31 December 2022 shows a loss of DKK 1.048.686, and the balance sheet at 31 December 2022 shows negative equity of DKK 341.595.

Significant events occurring after the end of the financial year

The company is expected to merge with the sister company TSG EL A/S, with TSG EL A/S as the continuing company taking effect from 1 January 2023. In addition no events have occurred after the balance sheet date which could significantly effect the company's financial position.

Accounting policies

The annual report of A. Winther EL-Installation ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B entities, as well as provisions applying to reporting class C entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2022 is presented in DKK

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Accounting policies

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Change in inventories of finished goods and work in progress

Work in progress for third parties regarding construction contracts is recognized in the net revenue as production is carried out, whereby the net revenue corresponds to the sales value of the year's completed work (production method). The net revenue is recognized when the total income and costs of the construction contract and the degree of completion at the balance sheet date can be calculated reliably, and it is probable that the financial benefits will accrue to the company.

Expenses for raw materials and consumables

Costs of raw materials and consumables include the raw materials and consumables used in generating the year's revenue.

Other operating income

Other operating income contains accounting items of a secondary nature in relation to the company's activities.

Other external costs

Other external costs include costs for sales, administration, premises, losses on debtors, operational leasing costs, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Depreciation

Depreciation comprise the year's depreciation of property assets, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses and financial costs of financial leasing.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Tangible assets

Tangible fixed assets are measured at cost less accumulated amortization and impairment losses.

Accounting policies

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0-10 %
Leasehold improvements	5 years	0 %

Assets costing less than DKK 31.000 are expensed in the year of acquisition.

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale. Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

Leases

Leases for items of property, plant and equipment that transfer substantially all the risks and rewards incident to ownership to the company (finance leases) are recognised in the balance sheet as assets. On initial recognition, assets are measured at estimated cost, corresponding to the lower of fair value of the leased asset and the present value of the future lease payments. In calculating the net present value of the future lease payments, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently depreciated as the company's other non-current assets.

The capitalised residual lease commitment is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

All other leases are operating leases. Payments relating to operating leases and any other leases are recognised in the income statement over the term of the lease. The company's total liabilities relating to operating leases and other rent agreements are disclosed under 'Contingencies, etc.'.

Impairment of fixed assets

The carrying amount of tangible assets is tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

Where there is evidence of impairment, an impairment test is performed for each individual asset or group of assets. Write-down is made to the lower of the recoverable amount and the carrying amount.

Accounting policies

The recoverable amount is the higher of the net present value and the value in use less expected costs to sell. The net present value is determined as the present value of the anticipated net cash flows from the use of the asset or group of assets and the anticipated net cash flows from the disposal of the asset or group of assets after the end of their useful life.

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

The cost of goods for resale, raw materials and consumables comprises the purchase price plus delivery costs.

The net realisable value of stocks is calculated as the expected selling price less direct costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

Receivables

Receivables are measured at amortized cost, which usually corresponds to nominal value. Write-downs are made to the net realizable value in order to meet expected losses.

Contract work in progress

Contract work in progress is measured at the selling price of the work performed. The selling price is measured by reference to the stage of completion at the balance sheet date and the expected aggregate income from the individual work in progress. The stage of completion is determined as the share of the expenses incurred relative to the expected total expenses for the individual work in progress.

Where the selling price of work in progress cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual work in progress is recognised in the balance sheet under receivables or payables. Net assets comprise the sum of work in progress where the selling price of the work performed exceeds invoicing on account. Net liabilities comprise the sum of work in progress where invoicing on account exceeds the selling price.

Selling costs and costs incurred in securing contracts are recognised in the income statement as incurred.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Accounting policies

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

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

The company and all its Danish group entities are taxed on a joint basis. The current income tax charge is allocated between the jointly taxed entities relative to their taxable income. Tax losses are allocated based on the full absorption method. The jointly taxed entities are eligible for the Danish Tax Prepayment Scheme.

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. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities are measured at amortised cost, which is usually equivalent to nominal value.

Deferred income

Deferred income recognised under 'Current liabilities' comprises payments received concerning income in subsequent financial years.

Income statement
1 January 2022 - 31 December 2022

	<u>Note</u>	<u>2022</u> DKK	<u>2021</u> TDKK
Gross profit		1.268.988	3.237
Staff costs	2	<u>-2.472.031</u>	<u>-2.801</u>
Profit/loss before depreciation		-1.203.043	436
Depreciation of tangible assets		<u>-71.054</u>	<u>-79</u>
Profit/loss before net financials		-1.274.097	357
Financial income	3	40.026	51
Financial costs		<u>-108.224</u>	<u>-116</u>
Profit/loss before tax		-1.342.295	292
Tax on profit/loss for the year	4	<u>293.609</u>	<u>-75</u>
Profit/loss for the year		<u>-1.048.686</u>	<u>217</u>
 Recommended appropriation of profit/loss			
Retained earnings		<u>-1.048.686</u>	<u>217</u>
		<u>-1.048.686</u>	<u>217</u>

Balance sheet at 31 December 2022

	<u>Note</u>	<u>2022</u> DKK	<u>2021</u> TDKK
Assets			
Other fixtures and fittings, tools and equipment	5	127.067	196
Leasehold improvements	5	<u>0</u>	<u>1</u>
Tangible assets		<u>127.067</u>	<u>197</u>
Total non-current assets		<u>127.067</u>	<u>197</u>
Raw materials and consumables		<u>1.364.905</u>	<u>1.093</u>
Stocks		<u>1.364.905</u>	<u>1.093</u>
Trade receivables		427.983	532
Contract work in progress	6	0	761
Receivables from subsidiaries		0	1.306
Other receivables		20.832	43
Deferred tax asset		350.733	57
Prepayments		<u>312.615</u>	<u>201</u>
Receivables		<u>1.112.163</u>	<u>2.900</u>
Cash at bank and in hand		<u>352.880</u>	<u>0</u>
Total current assets		<u>2.829.948</u>	<u>3.993</u>
Total assets		<u><u>2.957.015</u></u>	<u><u>4.190</u></u>

Balance sheet at 31 December 2022

	<u>Note</u>	<u>2022</u> DKK	<u>2021</u> TDKK
Equity and liabilities			
Share capital		125.000	125
Retained earnings		-466.595	582
Equity		-341.595	707
Lease obligations		119.998	176
Other payables		300.789	244
Total non-current liabilities	7	420.787	420
Short-term part of long-term debet	7	0	57
Banks		0	1.316
Trade payables		477.877	241
Payables to subsidiaries		1.456.198	0
Other payables		943.748	1.365
Deferred income		0	84
Total current liabilities		2.877.823	3.063
Total liabilities		3.298.610	3.483
Total equity and liabilities		2.957.015	4.190
Contingent liabilities	8		
Mortgages and collateral	9		

Statement of changes in equity

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2022	125.000	582.091	707.091
Net profit/loss for the year	0	-1.048.686	-1.048.686
Equity at 31 December 2022	<u>125.000</u>	<u>-466.595</u>	<u>-341.595</u>

Notes

	<u>2022</u> DKK	<u>2021</u> TDKK
1 Other operating income		
Compensation as a result of Covid19	0	143
Wage subsidies	<u>119.860</u>	<u>89</u>
	<u>119.860</u>	<u>232</u>
2 Staff costs		
Wages and salaries	2.093.706	2.373
Pensions	338.692	388
Other social security costs	<u>39.633</u>	<u>40</u>
	<u>2.472.031</u>	<u>2.801</u>
Average number of employees	<u>9</u>	<u>8</u>
3 Financial income		
Interest received from subsidiaries	<u>40.026</u>	<u>51</u>
	<u>40.026</u>	<u>51</u>
4 Tax on profit/loss for the year		
Deferred tax for the year	<u>-293.609</u>	<u>75</u>
	<u>-293.609</u>	<u>75</u>

Notes

5 Tangible assets

	Other fixtures and fittings, tools and equipment	Leasehold improvements
Cost at 1 January 2022	796.249	27.987
Cost at 31 December 2022	796.249	27.987
Impairment losses and depreciation at 1 January 2022	599.528	26.587
Depreciation for the year	69.654	1.400
Impairment losses and depreciation at 31 December 2022	669.182	27.987
Carrying amount at 31 December 2022	127.067	0
Value of leased assets	127.067	0

6 Contract work in progress

Work in progress, selling price	0	761
	0	761

7 Long term debt

	Debt at 1 January 2022	Debt at 31 December 2022	Instalment next year	Debt outstanding after 5 years
Lease obligations	176	119.998	0	0
Other payables	421.317	300.789	0	0
	421.493	420.787	0	0

Notes

8 Contingent liabilities

Leasing obligations:

In addition to financial leases, the company has entered into operational leases with an average annual lease payment of t.DKK 93. The lease contracts have a remaining term of 14-60 months and a total residual lease payment of t.DKK 623.

Rent obligations:

The company has entered into a tenancy agreement with a notice of 6 months, corresponding to an obligation of t.DKK 71.

Recourse and non-recourse guarantee commitments

The company is jointly taxed with other Danish group entities.

The jointly taxed entities have joint and unlimited liability, for payment of income taxes for income year 2021/2022 and onwards as well as for payment of withholding taxes on dividends, interest and royalties.

9 Mortgages and collateral

As security for debt to the bank, an indemnity letter has been issued with the nominal value of t.DKK. 450, in which a pledge has been given in trade receivables, other fixtures and fittings, tools and equipment, goodwill and stocks with the accounting value of which per the 31st of december 2022 amounts to t.DKK 1,995.

The company's bank connection has issued work-guarantees totaling t.DKK 45 for the security of the completed and unfinished works per the status day.