

Ramudden Danmark A/S

Finervej 7
4621 Gadstrup
Denmark

CVR no. 29 51 10 98

Annual report 2022

The annual report was presented and approved at
the Company's annual general meeting on

23 June 2023

Christian Dam
Chairman

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Ramudden Danmark A/S
Annual report 2022
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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Ramudden Danmark A/S for the financial year 1 January – 31 December 2022.

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 assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Gadstrup, 23 June 2023
Executive Board:

Christian Dam

Board of Directors:

Hans Olov Arne Blom
Chairman

Christian Dam

Morten Finslo

Independent auditor's report

To the shareholders of Ramudden Danmark A/S

Opinion

We have audited the financial statements of Ramudden Danmark A/S for the financial year 1 January – 31 December 2022 comprising income statement, balance sheet, statement of changes in equity and notes, including 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 Company's assets, liabilities and 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 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' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the financial statements

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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 company 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.

Independent auditor's report

- 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.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 Danish Financial Statements Act.

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

Copenhagen, 23 June 2023

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Simon Vinberg Andersen
State Authorised
Public Accountant
mne35458

Ramudden Danmark A/S
Annual report 2022
CVR no. 29 51 10 98

Management's review

Company details

Ramudden Danmark A/S
Finervej 7
4621 Gadstrup
Denmark

| | |
|--------------------|-------------------------|
| CVR no.: | 29 51 10 98 |
| Established: | 12 April 2006 |
| Registered office: | Roskilde |
| Financial year: | 1 January – 31 December |

Board of Directors

Hans Olov Arne Blom, Chairman
Christian Dam
Morten Finslo

Executive Board

Christian Dam

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 København Ø
CVR no. 25 57 81 98

Management's review

Operating review

Principal activities

The Company's principal activity consists of sale and rental of materials for the road industry in Denmark as well as the execution of barrier and marking contracts in connection with road and railway work.

Development in activities and financial position

The Company's income statement for 2022 shows a loss of DKK -7,743,621 as against DKK -6,869,932 in 2021. Equity in the Company's balance sheet at 31 December 2022 stood at DKK -20,889,804 as against DKK -13,146,183 at 31 December 2021.

Events after the balance sheet date

In the fiscal year 2023, the Company has entered into loan agreements with AVS Group GmbH as the lender. Furthermore, the Company has completed the acquisition of Roads ApS.

Financial statements 1 January – 31 December

Income statement

| DKK | Note | 2022 | 2021 |
|--------------------------------------------------|------|-------------|-------------|
| Gross profit | | 8,738,940 | 9,682,384 |
| Staff costs | 3 | -12,225,223 | -11,436,668 |
| Depreciation, amortisation and impairment losses | | -3,176,776 | -3,273,500 |
| Loss before financial income and expenses | | -6,663,059 | -5,027,784 |
| Other financial income | | 96,067 | 28,443 |
| Other financial expenses | 4 | -1,176,629 | -679,591 |
| Loss before tax | | -7,743,621 | -5,678,932 |
| Tax on loss for the year | 5 | 0 | -1,191,000 |
| Loss for the year | | -7,743,621 | -6,869,932 |
| Proposed distribution of loss | | | |
| Retained earnings | | -7,743,621 | -6,869,932 |

Financial statements 1 January – 31 December

Balance sheet

| DKK | Note | 31/12 2022 | 31/12 2021 |
|--------------------------------------------|------|--------------------------|--------------------------|
| ASSETS | | | |
| Fixed assets | | | |
| Property, plant and equipment | 6 | | |
| Fixtures and fittings, tools and equipment | | <u>9,744,669</u> | <u>8,177,762</u> |
| Investments | | | |
| Deposits | | <u>112,078</u> | <u>109,242</u> |
| Total fixed assets | | <u>9,856,747</u> | <u>8,287,004</u> |
| Current assets | | | |
| Inventories | | | |
| Finished goods and goods for resale | | <u>2,297,920</u> | <u>2,389,313</u> |
| Receivables | | | |
| Trade receivables | | 6,437,010 | 10,337,766 |
| Receivables from group entities | | 0 | 66,869 |
| Other receivables | | <u>571,037</u> | <u>882,182</u> |
| | | <u>7,008,047</u> | <u>11,286,817</u> |
| Cash at bank and in hand | | <u>1,424,350</u> | <u>467,178</u> |
| Total current assets | | <u>10,730,317</u> | <u>14,143,308</u> |
| TOTAL ASSETS | | <u><u>20,587,064</u></u> | <u><u>22,430,312</u></u> |

Financial statements 1 January – 31 December

Balance sheet

| DKK | Note | <u>31/12 2022</u> | <u>31/12 2021</u> |
|---------------------------------------------------------------------|------|--------------------------|--------------------------|
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Contributed capital | | 1,000,000 | 1,000,000 |
| Retained earnings | | <u>-21,889,804</u> | <u>-14,146,183</u> |
| Total equity | | <u>-20,889,804</u> | <u>-13,146,183</u> |
| Liabilities | | | |
| Current liabilities | | | |
| Trade payables | | 3,621,835 | 6,347,072 |
| Payables to group entities | | 32,854,617 | 21,524,148 |
| Other payables | | <u>5,000,416</u> | <u>7,705,275</u> |
| | | <u>41,476,868</u> | <u>35,576,495</u> |
| Total liabilities | | <u>41,476,868</u> | <u>35,576,495</u> |
| TOTAL EQUITY AND LIABILITIES | | <u><u>20,587,064</u></u> | <u><u>22,430,312</u></u> |
| Disclosure of material uncertainties regarding going concern | 2 | | |
| Contractual obligations, contingencies, etc. | 7 | | |
| Related party disclosures | 8 | | |
| Disclosure of events after the balance sheet date | 9 | | |

Financial statements 1 January – 31 December

Statement of changes in equity

| DKK | Contributed capital | Retained earnings | Total |
|-------------------------------------------|-------------------------|---------------------------|---------------------------|
| Equity at 1 January 2022 | 1,000,000 | -14,146,183 | -13,146,183 |
| Transferred over the distribution of loss | <u>0</u> | <u>-7,743,621</u> | <u>-7,743,621</u> |
| Equity at 31 December 2022 | <u><u>1,000,000</u></u> | <u><u>-21,889,804</u></u> | <u><u>-20,889,804</u></u> |

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Ramudden Danmark A/S for 2022 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Income statement

Gross profit

Pursuant to section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Revenue

Income from the sale of goods is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received. The date of transfer of the most significant benefits and risks is determined using standard Incoterms © 2020.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are deducted from revenue.

Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year. This item also comprises direct costs for goods for resale and changes to inventory of goods for resale.

Other income

Other income comprises items secondary to the activities of the entity, including gains on the disposal of property, plant and equipment.

Government grants are recognised when it is fairly certain that the grant conditions will be complied with, and the grant will be received. Grants compensating for costs incurred are recognised directly as other income in the income statement as costs eligible for grants are incurred. If the conditions for receiving the grant are not complied until after related costs have been recognised, the grant is to be recognised in the income statement when the conditions have been complied with and it is fairly certain that the grant will be awarded.

Financial income and expenses

Financial income and expenses comprise interest income and expense, gains and losses on payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Tax on loss for the year

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

Balance sheet

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

| | |
|--------------------------------------------|------------|
| Fixtures and fittings, tools and equipment | 3-15 years |
|--------------------------------------------|------------|

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other income or other costs, respectively.

Impairment of fixed assets

The carrying amount of property, plant and equipment 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.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

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 portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Cash in bank

Cash at bank and in hand comprise cash and bank deposits.

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.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Liabilities

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at amortised cost.

Financial statements 1 January – 31 December

Notes

2 Material uncertainties regarding going concern

At 31 December 2022, the Company has lost its share capital. It is management's assessment that the share capital will be re-established via its own future earnings.

To secure the Company's liquidity in the financial year 2023, the Company has received a letter of support from its shareholder, valid until the general meeting in 2024 where the annual report for 2023 is approved. It is the management's assessment that this is adequate to ensure the company's continued operation in 2023.

DKK

| | 2022 | 2021 |
|--|------|------|
|--|------|------|

3 Staff costs

| | | |
|---------------------------------------|------------|------------|
| Wages and salaries | 11,156,354 | 10,437,345 |
| Pensions | 1,001,452 | 934,004 |
| Other social security costs | 67,417 | 65,319 |
| | 12,225,223 | 11,436,668 |
| Average number of full-time employees | 21 | 20 |

4 Financial expenses

| | | |
|------------------------------------|-----------|---------|
| Interest expense to group entities | 1,055,339 | 663,809 |
| Other financial costs | 121,290 | 15,782 |
| | 1,176,629 | 679,591 |

5 Tax on loss for the year

| | | |
|---------------------------|---|-----------|
| Deferred tax for the year | 0 | 1,191,000 |
| | 0 | 1,191,000 |

At 31 December 2022, the Company has a deferred tax asset of DKK 5,931 thousand, which mainly relates to tax losses to be carried forward. Of this, the Company's management has recognised DKK 0 thousand as deferred tax assets in the financial statements.

Financial statements 1 January – 31 December

Notes

6 Property, plant and equipment

| DKK | <u>Fixtures and fittings, tools and equipment</u> |
|------------------------------------------------------------|---------------------------------------------------|
| Cost at 1 January 2022 | 27,887,524 |
| Additions for the year | 4,933,363 |
| Disposals for the year | <u>-506,204</u> |
| Cost at 31 December 2022 | <u>32,314,683</u> |
| Depreciation and impairment losses at 1 January 2022 | -19,709,762 |
| Depreciation for the year | -3,176,776 |
| Reversed depreciation and impairment losses on assets sold | <u>316,524</u> |
| Depreciation and impairment losses at 31 December 2022 | <u>-22,570,014</u> |
| Carrying amount at 31 December 2022 | <u><u>9,744,669</u></u> |

7 Contractual obligations, contingencies, etc.

Operating lease obligations

The Company has entered into operating leases with a remaining term of 3 to 58 months totalling DKK 6,435 thousand of which DKK 1,870 thousand fall due within 12 months and DKK 4,565 thousand fall due between 1 to 5 years.

The Company has entered into rental obligations with a remaining term of 14 months totalling DKK 1,758 thousand.

8 Related party disclosures

Ramudden Danmark A/S' related parties comprise the following:

AVS Group GmbH, Marie-Curie-Stralie 11, D-51377 Leverkusen, Germany.

Control

Ramudden Danmark A/S is part of the consolidated financial statements of AVS Group GmbH, Marie-Curie-Stralie 11, D-51377 Leverkusen, Germany, which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of AVS Group GmbH can be obtained by contacting the Company at the address above.

9 Disclosure of events after the balance sheet date

In the fiscal year 2023, the Company has entered into loan agreements with AVS Group GmbH as the lender. Furthermore, the Company has completed the acquisition of Roads ApS.