


BLUETOWN ApS
Per Henrik Lings Allé 4, 3.
2100 København Ø
Central Business Registration
No 30075277

Annual report
01.10.2017 -
30.09.2018

The Annual General Meeting adopted the annual report on 04.03.2019

Chairman of the General Meeting



Name: Regina M Andersen

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Entity details

Entity

BLUETOWN ApS

Per Henrik Lings Allé 4, 3.

2100 København Ø

Central Business Registration No (CVR): 30075277

Registered in: København

Financial year: 01.10.2017 - 30.09.2018

Board of Directors

Egon Bruun, Chairman

Morten Balsby

Ali Abdul Mufuruki

Lars Bentsen Møller

Lars Kolind

Claus Ewers

Executive Board

Peter Ib, CEO

Brian Bisgaard Petersen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

Postboks 1600

0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of BLUETOWN ApS for the financial year 01.10.2017 - 30.09.2018.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.09.2018 and of the results of its operations and cash flows for the financial year 01.10.2017 - 30.09.2018.

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

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

Copenhagen, 04.03.2019

Executive Board



Peter Ib

CEO



Brian Bisgaard Petersen

Board of Directors

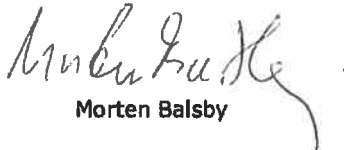


Egon Bruun

Chairman



Lars Bentsen Møller



Morten Balsby



Lars Kollind

Ali Abdul Mufuruki



Claus Ewers

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Executive Board



Peter Ib
CEO



Brian Bisgaard Petersen

Board of Directors

Egon Bruun
Chairman

Morten Balsby



Ali Abdul Mufuruki

Lars Bentsen Møller

Lars Kolind

Claus Ewers

Independent auditor's report

To the shareholders of BLUETOWN ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of BLUETOWN ApS for the financial year 01.10.2017 - 30.09.2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 30.09.2018, and of the results of their operations and the consolidated cash flows for the financial year 01.10.2017 - 30.09.2018 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 consolidated financial statements and the parent financial statements section of this auditor's report. We are independent of the Group in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We pay attention to the disclosures made in Note 1 in which Management accounts for the material uncertainty related to the Company's ability to continue its operations. Considering the Company's present financial situation and future business plan, it is crucial that additional capital and liquidity is contributed to the Company.

The Company has specific ongoing negotiations with present and new investors on contribution of a considerable amount of capital. A group of investors and current shareholders have undertaken in writing to participate in the agreement that comprises an equity investment of USD 10 million combined by a subsequent equity investment of USD 20 m from other investors. At the end of February 2019, the process is ongoing and yet to be completed. When presenting the annual report, Management expects that the undertaking investor commitments and capital contributions are accomplished and therefore, the annual report is presented under the assumption of going concern.

The Company has short-term payables of a considerable amount and thus going concern is also under the assumption that agreements are made with short-term creditors and other lenders on payment arrangements or conversion of debt and that a considerable amount of additional capital is contributed in the short run for the day-to-day operations of the Company. The Company's banking arrangements are also to be renegotiated no later than 30 June 2019.

We do not modify our opinion on this matter.

Independent auditor's report

Management's responsibilities for the consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and these parent 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 consolidated financial statements and the parent 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 Group's and the Parent'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 consolidated financial statements and the parent financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may

Independent auditor's report

cast significant doubt on the Group's and the Parent'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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

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

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

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


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


Independent auditor's report

Copenhagen, 04.03.2019

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR) 33963556


Bjørn Winkler Jakobsen
State Authorised Public Accountant
Identification No (MNE) mne32127


Henrik Hartmann Olesen
State Authorised Public Accountant
Identification No (MNE) mne34143

Management commentary

| | 2017/18 DKK'000 | 2016/17 DKK'000 | 2015/16 DKK'000 |
|--|--------------------|--------------------|--------------------|
| Financial highlights | | | |
| Key figures | | | |
| Revenue | 9.337 | 1.544 | 242 |
| Gross profit/loss | (14.685) | (12.371) | (20.499) |
| Operating profit/loss | (46.416) | (42.892) | (49.222) |
| Net financials | (2.309) | (3.070) | (849) |
| Profit/loss for the year | (46.015) | (43.965) | (49.077) |
| Profit/loss for the year excl minority interests | (45.236) | (43.088) | (48.424) |
| Total assets | 25.670 | 10.524 | 5.133 |
| Investments in property, plant and equipment | 11.499 | 256 | 1.941 |
| Equity | (37.855) | (46.723) | (56.679) |
| Equity excl minority interests | (35.948) | (47.798) | (56.482) |
| Cash flows from (used in) operating activities | (52.575) | (36.651) | N/A |
| Cash flows from (used in) Investing activities | (11.399) | (498) | N/A |
| Cash flows from (used in) financing activities | 48.642 | 37.730 | N/A |
| Ratios | | | |
| Gross margin (%) | (157,3) | (801,2) | (8.483,8) |
| Net margin (%) | (492,8) | (2.847,5) | (20.311,5) |
| Equity ratio (%) | (140,0) | (454,2) | (1.100,3) |

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the Danish Society of Financial Analysts.

| Ratios | Calculation formula | Calculation formula reflects |
|------------------|--|---------------------------------------|
| Gross margin (%) | $\frac{\text{Gross profit/loss} \times 100}{\text{Revenue}}$ | The entity's operating gearing. |
| Net margin (%) | $\frac{\text{Profit/loss for the year} \times 100}{\text{Revenue}}$ | The entity's operating profitability. |
| Equity ratio (%) | $\frac{\text{Equity excl minority interests} \times 100}{\text{Total assets}}$ | The financial strength of the entity. |

Management commentary

Primary activities

The Company's primary activities comprise offering communication and internet solutions. The Company has developed an end-to-end communication platform which provides internet based services specifically designed for the needs and conditions in rural and sub-urban areas of the world.

Development in activities and finances

Development in activities and finances

The Bluetown Group incurred a loss in 2017/18 of DKK 46.0 million. The loss was slightly smaller than the Management's expectations for the year. Equity in the Group is negative with DKK 37.9 million. The Parent company incurred a loss in 2017/18 of DKK 55.6 million. Equity in the Parent is negative with DKK 46.4 million. The result in the Parent is effected by a write down of receivables as described in note 2 (parent).

Since 2014, the Company has field tested and continuously improved the developed technology and has launched projects in countries around the globe. In 2015/16, the first commercial launches took place for commercial optimization of the system. In 2017/18 further development of own technology has taken place together with continued commercialization, including the finalization of the installation of 3,000 hotspots in Jharkhand State in India. The project proved BLUETOWN's capabilities to deploy several hundred installations per month.

During 2015-18 the Company deepened its presence around the globe with subsidiaries in Mauritius, India, Tanzania and Ghana. It is expected that the subsidiaries will act as local hubs for the Company's activities in the individual regions.

The Company expects to increase its revenue significantly in the period 2019 to 2021, based on contracts with large scale customers. The increase in activities will also significantly increase the need for external financing.

The Company has specific ongoing negotiations with present and new investors. A group of investors have injected USD 10 million on a BLUETOWN escrow account as part of the raising of expectedly USD 30 million as equity during 2019. At the end of February 2019, the process is yet to be completed.

For the Company to be able to meet its obligations and implement its plans, an injection of USD 15-20 million is required. The Capital is to be injected from either current shareholders and investors or from a significant external investor. The capital is to be applied to pay present liabilities and due short-term payables to lenders and creditors falling due within few months. On the longer term, the financing should be used to execute on contracts entered into in several countries on roll-out of the Company's products.

On this basis, Management has concluded that it is appropriate to prepare the annual report based on going concern.

Based on an increased activity level, the Management expects an increased deficit in 2019/20. The level of deficit will depend on timing of delivery and investments under current and expected future contracts with large scale customers.

Management commentary

Uncertainty relating to recognition and measurement

The Company has unrecognized assets in terms of software and solutions developed. In 2017/18 and prior years, the Company expensed all development costs. No development costs were disclosed as assets in the balance sheet. The Company expects software and product solutions to contribute significantly to future profits.

Unusual circumstances affecting recognition and measurement

In 2019 the Company has decided to scale down its activities in BLUETOWN Tanzania Ltd until specific projects have materialized. Once projects have materialized, the Company will scale up its activities again. As a result of this, the Intercompany receivable from Bluetown Tanzania Ltd. of DKK 10.404 thousand has for now been written down to zero as of 30 September 2018. The write down has been recognised in other external expenses as a loss on receivables.

Events after the balance sheet date

The board of directors is authorised to issue additional shares by cash subscription or by conversion of debt. By February 2019, approx. 70,000 shares remained under the existing authorisation.

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

Consolidated income statement for 2017/18

| | <u>Notes</u> | <u>2017/18</u> <u>DKK</u> | <u>2016/17</u> <u>DKK</u> |
|--|--------------|------------------------------|------------------------------|
| Revenue | | 9.337.492 | 1.544.015 |
| Other operating income | | 15.000 | 333.085 |
| Cost of sales | | (3.991.731) | (1.031.653) |
| Other external expenses | | (20.045.826) | (13.216.777) |
| Gross profit/loss | | (14.685.065) | (12.371.330) |
| Staff costs | 1 | (30.696.545) | (30.034.462) |
| Depreciation, amortisation and impairment losses | 2 | (1.034.074) | (485.883) |
| Operating profit/loss | | (46.415.684) | (42.891.675) |
| Other financial income | 3 | 1.291.584 | 207.350 |
| Other financial expenses | 4 | (3.600.591) | (3.277.688) |
| Profit/loss before tax | | (48.724.691) | (45.962.013) |
| Tax on profit/loss for the year | 5 | 2.709.398 | 1.996.616 |
| Profit/loss for the year | 6 | (46.015.293) | (43.965.397) |

Consolidated balance sheet at 30.09.2018

| | <u>Notes</u> | <u>2017/18 DKK</u> | <u>2016/17 DKK</u> |
|--|--------------|------------------------|------------------------|
| Acquired rights | | 105.701 | 153.664 |
| Intangible assets | 7 | 105.701 | 153.664 |
| Plant and machinery | | 9.064.057 | 1.022.740 |
| Other fixtures and fittings, tools and equipment | | 241.054 | 384.536 |
| Property, plant and equipment in progress | | 2.877.040 | 240.082 |
| Property, plant and equipment | 8 | 12.182.151 | 1.647.358 |
| Deposits | | 904.680 | 1.024.952 |
| Fixed asset investments | 9 | 904.680 | 1.024.952 |
| Fixed assets | | 13.192.532 | 2.825.974 |
| Raw materials and consumables | | 1.999.509 | 2.087.152 |
| Inventories | | 1.999.509 | 2.087.152 |
| Trade receivables | | 2.705.896 | 232.492 |
| Other receivables | | 3.777.451 | 445.179 |
| Income tax receivable | | 2.053.026 | 211.714 |
| Contributed capital in arrears | | 1.165.336 | 2.854.451 |
| Prepayments | | 631.944 | 1.087.972 |
| Receivables | | 10.333.653 | 4.831.808 |
| Cash | | 144.570 | 779.236 |
| Current assets | | 12.477.732 | 7.698.196 |
| Assets | | 25.670.264 | 10.524.170 |

Consolidated balance sheet at 30.09.2018

| | Notes | 2017/18 DKK | 2016/17 DKK |
|---|-------|---------------------|---------------------|
| Contributed capital | | 337.819 | 257.830 |
| Share premium | | 130.451.044 | 74.852.444 |
| Retained earnings | | (166.736.764) | (122.908.682) |
| Equity attributable to the Parent's owners | | (35.947.901) | (47.798.408) |
| Share of equity attributable to minority interests | | (1.907.391) | 1.075.587 |
| Equity | | (37.855.292) | (46.722.821) |
| Deferred income | 10 | 389.149 | 641.571 |
| Non-current liabilities other than provisions | | 389.149 | 641.571 |
| Bank loans | | 14.696.666 | 0 |
| Payables to other credit institutions | 11 | 16.595.154 | 19.150.683 |
| Convertible and dividend-yielding debt instruments | | 4.943.950 | 0 |
| Prepayments received from customers | | 7.546.887 | 5.894.114 |
| Trade payables | | 9.558.903 | 6.085.817 |
| Payables to shareholders and management | 12 | 833.449 | 10.258.018 |
| Other payables | | 8.661.159 | 14.916.209 |
| Deferred income | | 300.239 | 300.579 |
| Current liabilities other than provisions | | 63.136.407 | 56.605.420 |
| Liabilities other than provisions | | 63.525.556 | 57.246.991 |
| Equity and liabilities | | 25.670.264 | 10.524.170 |
| Contingent liabilities | 14 | | |
| Subsidiaries | 15 | | |

Consolidated statement of changes in equity for 2017/18

| | Contributed capital DKK | Share premium DKK | Retained earnings DKK | Share of equity attributable to minority interests DKK |
|--------------------------------|--|------------------------------|--------------------------------------|---|
| Equity beginning of year | 257.829 | 74.852.444 | (121.833.095) | (1.127.606) |
| Increase of capital | 79.990 | 55.598.600 | 0 | 0 |
| Other entries on equity | 0 | 0 | 331.839 | 0 |
| Profit/loss for the year | 0 | 0 | (45.235.508) | (779.785) |
| Equity end of year | 337.819 | 130.451.044 | (166.736.764) | (1.907.391) |
| | | | | Total DKK |
| Equity beginning of year | | | | (47.850.428) |
| Increase of capital | | | | 55.678.590 |
| Other entries on equity | | | | 331.839 |
| Profit/loss for the year | | | | (46.015.293) |
| Equity end of year | | | | (37.855.292) |

Consolidated cash flow statement for 2017/18

| | <u>Notes</u> | <u>2017/18 DKK</u> | <u>2016/17 DKK</u> |
|--|--------------|------------------------|------------------------|
| Operating profit/loss | | (46.415.684) | (42.891.675) |
| Amortisation, depreciation and impairment losses | | 1.034.074 | 485.883 |
| Working capital changes | 13 | (6.432.244) | 5.621.263 |
| Cash flow from ordinary operating activities | | (51.813.854) | (36.784.529) |
| Financial income received | | 1.291.584 | 207.348 |
| Financial expenses paid | | (4.761.683) | (2.070.488) |
| Income taxes refunded/(paid) | | 2.709.398 | 1.996.616 |
| Cash flows from operating activities | | (52.574.555) | (36.651.053) |
| Acquisition etc of intangible assets | | (20.003) | (117.202) |
| Acquisition etc of property, plant and equipment | | (11.499.488) | (255.973) |
| Acquisition of fixed asset investments | | 120.272 | (124.868) |
| Cash flows from investing activities | | (11.399.219) | (498.043) |
| Loans raised | | (2.555.529) | 13.361.994 |
| Cash increase of capital | | 55.678.590 | 14.110.037 |
| Loans from owners | | (9.424.569) | 10.258.018 |
| Convertible loans | | 4.943.950 | 0 |
| Cash flows from financing activities | | 48.642.442 | 37.730.049 |
| Increase/decrease in cash and cash equivalents | | (15.331.332) | 580.953 |
| Cash and cash equivalents beginning of year | | 779.236 | 0 |
| Cash and cash equivalents end of year | | (14.552.096) | 580.953 |
| Cash and cash equivalents at year-end are composed of: | | | |
| Cash | | 144.570 | 779.236 |
| Short-term debt to banks | | (14.696.666) | 0 |
| Cash and cash equivalents end of year | | (14.552.096) | 779.236 |

Notes to consolidated financial statements

| | 2017/18 DKK | 2016/17 DKK |
|--|------------------------|---|
| 1. Staff costs | | |
| Wages and salaries | 30.087.147 | 29.298.121 |
| Pension costs | 230.688 | 171.239 |
| Other social security costs | 378.710 | 565.102 |
| | 30.696.545 | 30.034.462 |
| | | |
| Average number of employees | 67 | 58 |
| | | Remunera- tion of manage- ment 2016/17 DKK |
| Executive Board | | 3.241.934 |
| Board of Directors | | 360.000 |
| | | 3.601.934 |
| | 2017/18 DKK | 2016/17 DKK |
| 2. Depreciation, amortisation and impairment losses | | |
| Amortisation of intangible assets | 61.696 | 53.392 |
| Depreciation of property, plant and equipment | 972.378 | 432.491 |
| | 1.034.074 | 485.883 |
| | 2017/18 DKK | 2016/17 DKK |
| 3. Other financial income | | |
| Other interest income | 412.274 | 0 |
| Exchange rate adjustments | 879.310 | 207.350 |
| | 1.291.584 | 207.350 |
| | 2017/18 DKK | 2016/17 DKK |
| 4. Other financial expenses | | |
| Other interest expenses | 2.992.635 | 1.608.724 |
| Exchange rate adjustments | 607.956 | 1.668.964 |
| | 3.600.591 | 3.277.688 |

Notes to consolidated financial statements

| | 2017/18 DKK | 2016/17 DKK |
|---|------------------------|------------------------------------|
| 5. Tax on profit/loss for the year | | |
| Adjustment concerning previous years | (2.709.398) | (1.996.616) |
| | (2.709.398) | (1.996.616) |
| | | |
| | 2017/18 DKK | 2016/17 DKK |
| 6. Proposed distribution of profit/loss | | |
| Retained earnings | (45.235.508) | (43.087.521) |
| Minority interests' share of profit/loss | (779.785) | (877.876) |
| | (46.015.293) | (43.965.397) |
| | | |
| | | Acquired rights DKK |
| 7. Intangible assets | | |
| Cost beginning of year | | 242.202 |
| Exchange rate adjustments | | (9.342) |
| Additions | | 20.003 |
| Cost end of year | | 252.863 |
| | | |
| Amortisation and impairment losses beginning of year | | (88.538) |
| Exchange rate adjustments | | 3.072 |
| Amortisation for the year | | (61.696) |
| Amortisation and impairment losses end of year | | (147.162) |
| | | |
| Carrying amount end of year | | 105.701 |

Notes to consolidated financial statements

| | Plant and machinery DKK | Other fixtures and fittings, tools and equipment DKK | Property, plant and equipment in progress DKK |
|---|-------------------------------|---|---|
| 8. Property, plant and equipment | | | |
| Cost beginning of year | 1.313.682 | 742.993 | 240.082 |
| Exchange rate adjustments | (34.128) | 18.403 | 0 |
| Transfers | 240.082 | 0 | (240.082) |
| Additions | 8.574.712 | 47.736 | 2.877.040 |
| Cost end of year | 10.094.348 | 809.132 | 2.877.040 |
| Depreciation and impairment losses beginning of year | (290.942) | (358.457) | 0 |
| Exchange rate adjustments | 4.368 | (8.545) | 0 |
| Depreciation for the year | (743.717) | (201.076) | 0 |
| Depreciation and impairment losses end of year | (1.030.291) | (568.078) | 0 |
| Carrying amount end of year | 9.064.057 | 241.054 | 2.877.040 |
| | | | Deposits DKK |
| 9. Fixed asset investments | | | |
| Cost beginning of year | | | 1.024.952 |
| Disposals | | | (120.272) |
| Cost end of year | | | 904.680 |
| Carrying amount end of year | | | 904.680 |

10. Long-term deferred income

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.

11. Payables to other credit institutions

The loans are granted by investors and subject to future investors completing of equity investment in the Company. The debt accrues interest. The date for repayment is not set but shall be repaid if the Company completes new funding in 2019 from large investors.

12. Payables to shareholders and management

The loan are from the shareholder Axo Holding ApS.

Notes to consolidated financial statements

| | 2017/18 | 2016/17 |
|---|--------------------|------------------|
| | DKK | DKK |
| 13. Change in working capital | | |
| Increase/decrease in inventories | 87.643 | (1.904.750) |
| Increase/decrease in receivables | (5.137.934) | (2.509.889) |
| Increase/decrease in trade payables etc | 3.473.086 | 203.034 |
| Other changes | (4.855.039) | 9.832.868 |
| | (6.432.244) | 5.621.263 |

14. Contingent liabilities

Bluetown Tanzania Ltd. is party to a pending trial with the tax authorities in Tanzania on determination and payment of tax payable related to prior years. Bluetown has applied for an agreement with the tax authorities which has not yet been processed

| | Equity inte- rest % |
|--------------------------|--|
| 15. Subsidiaries | |
| BLUETOWN (Mauritius) Ltd | 100,0 |
| BLUETOWN India Pvt. Ltd | 99,9 |
| Bluetown Tanzania Ltd | 90,0 |
| Bluetown Ghana Ltd | 80,0 |

Parent income statement for 2017/18

| | <u>Notes</u> | <u>2017/18 DKK</u> | <u>2016/17 DKK</u> |
|--|--------------|------------------------|------------------------|
| Revenue | | 5.428.306 | 377.344 |
| Other operating income | | 0 | 48.634 |
| Cost of sales | | (2.671.361) | (224.025) |
| Other external expenses | | (20.928.745) | (6.463.613) |
| Gross profit/loss | | (18.171.800) | (6.261.660) |
| Staff costs | 3 | (26.706.427) | (25.936.613) |
| Depreciation, amortisation and impairment losses | 4 | (168.380) | (168.386) |
| Other operating income | | 15.000 | 0 |
| Operating profit/loss | | (45.031.607) | (32.366.659) |
| Income from investments in group enterprises | | (11.858.209) | (10.740.398) |
| Other financial income | 5 | 1.624.026 | 463.657 |
| Other financial expenses | 6 | (3.083.210) | (2.440.738) |
| Profit/loss before tax | | (58.349.000) | (45.084.138) |
| Tax on profit/loss for the year | 7 | 2.709.398 | 1.996.616 |
| Profit/loss for the year | 8 | (55.639.602) | (43.087.522) |

Parent balance sheet at 30.09.2018

| | <u>Notes</u> | <u>2017/18 DKK</u> | <u>2016/17 DKK</u> |
|--|--------------|------------------------|------------------------|
| Acquired rights | | 62.496 | 74.996 |
| Intangible assets | 9 | 62.496 | 74.996 |
| Other fixtures and fittings, tools and equipment | | 160.311 | 316.191 |
| Property, plant and equipment | 10 | 160.311 | 316.191 |
| Investments in group enterprises | | 0 | 0 |
| Deposits | | 904.680 | 917.476 |
| Fixed asset investments | 11 | 904.680 | 917.476 |
| Fixed assets | | 1.127.487 | 1.308.663 |
| Raw materials and consumables | | 1.999.509 | 1.594.554 |
| Inventories | | 1.999.509 | 1.594.554 |
| Trade receivables | | 260.025 | 155.811 |
| Receivables from group enterprises | | 8.132.568 | 0 |
| Other receivables | | 234.352 | 148.934 |
| Income tax receivable | | 0 | 211.714 |
| Contributed capital in arrears | | 0 | 2.270.500 |
| Prepayments | 12 | 631.944 | 1.128.419 |
| Receivables | | 9.258.889 | 3.915.378 |
| Cash | 13 | 82.122 | 421.797 |
| Current assets | | 11.340.520 | 5.931.729 |
| Assets | | 12.468.007 | 7.240.392 |

Parent balance sheet at 30.09.2018

| | <u>Notes</u> | <u>2017/18 DKK</u> | <u>2016/17 DKK</u> |
|--|--------------|------------------------|------------------------|
| Contributed capital | | 337.819 | 257.829 |
| Share premium | | 130.451.044 | 74.852.444 |
| Retained earnings | | (177.140.858) | (121.833.094) |
| Equity | | (46.351.995) | (46.722.821) |
| | | | |
| Provisions for investments in group enterprises | 14 | 11.763.423 | 2.037.278 |
| Provisions | | 11.763.423 | 2.037.278 |
| | | | |
| Bank loans | 15 | 14.696.666 | 0 |
| Payables to other credit institutions | 16 | 14.192.790 | 19.150.683 |
| Convertible and dividend-yielding debt instruments | 17 | 4.943.950 | 0 |
| Prepayments received from customers | | 591.004 | 5.408.569 |
| Trade payables | | 5.821.262 | 4.265.544 |
| Payables to group enterprises | | 155.421 | 152.394 |
| Payables to shareholders and management | 18 | 833.449 | 10.258.018 |
| Other payables | | 5.822.037 | 12.690.727 |
| Current liabilities other than provisions | | 47.056.579 | 51.925.935 |
| | | | |
| Liabilities other than provisions | | 47.056.579 | 51.925.935 |
| | | | |
| Equity and liabilities | | 12.468.007 | 7.240.392 |
| | | | |
| Going concern | 1 | | |
| Unusual circumstances | 2 | | |
| Unrecognised rental and lease commitments | 19 | | |
| Contingent liabilities | 20 | | |
| Assets charged and collateral | 21 | | |
| Related parties with controlling interest | 22 | | |

Parent statement of changes in equity for 2017/18

| | Contributed capital DKK | Share premium DKK | Retained earnings DKK | Total DKK |
|-------------------------------|--|------------------------------|--------------------------------------|----------------------|
| Equity beginning of year | 257.829 | 74.852.444 | (121.833.095) | (46.722.822) |
| Increase of capital | 79.990 | 55.598.600 | 0 | 55.678.590 |
| Exchange rate adjustments | 0 | 0 | 331.839 | 331.839 |
| Profit/loss for the year | 0 | 0 | (55.639.602) | (55.639.602) |
| Equity end of year | 337.819 | 130.451.044 | (177.140.858) | (46.351.995) |

Notes to parent financial statements

1. Going concern

The Company has in 2018 completed a project with a large scale partner in India and Management expects increased global activities and increasing commercial business results in 2018/19 both in India and Africa. The Company's future depends on whether the Company is able to raise the capital necessary for the increase in activities and new contracts with large scale partners which will significantly increase the need for external financing.

Considering the Company's present financial situation and future business plan, it is crucial that additional capital is contributed to the Company both in short and long term.

During the last three years, the Company has raised capital from both small and large investors on an ongoing basis to finance the Company's day-to-day operations. In the short run, it is crucial for the Company to be able to expand its group of investors. At the end of January 2019, the group of investors comprise approx. 140 different shareholders. Capital increases of DKK 55.7 million have been implemented in 2018/19.

The Company has specific ongoing negotiations with current and new investors on contribution of a considerable amount of capital. A group of investors and current shareholders have undertaken in writing to participate in the agreements that comprises an equity investment of USD 10 million combined with equity investments from new investors of USD 15-20 million. At the end of February 2019, the process is ongoing and yet to be completed. When presenting the annual report, Management expects that the undertaking equity investments are accomplished and therefore, the annual report is presented under the assumption of going concern.

For the Company to be able to meet its obligations and implement its plans, an injection of USD 10-30 million is required in Q2 2019. The capital is to be injected either from current shareholders and investors or from new significant external investors. The capital is to be applied to finance future plans, growth and investments but also to pay present liabilities and due short-term payables to lenders, creditors, tax authorities, bank connections falling due within few months. The Company's banking arrangements are to be renegotiated no later than 30 June 2019. On the longer term, the financing should be used to execute on contracts with guaranteed revenues expected entered into in several countries on roll-out of the Company's products in line with Bluetown's business plan.

Are the above stated assumptions not met in the short run or only partly met and is considerable additional capital not contributed to the Company in other ways, there is material uncertainty related to the going concern of the Company and the Company may not be able to fulfil its obligations as they fall due.

On this basis, assuming that funding, equity investments or loans of significance would be obtained, Management has concluded that it is appropriate to prepare the annual report based on going concern.

Notes to parent financial statements

2. Unusual circumstances

In 2019 the Company has decided to scale down its activities in BLUETOWN Tanzania Ltd until specific projects have materialized. Once projects have materialized, the Company will scale up its activities again. As a result of this, the intercompany receivable from Bluetown Tanzania Ltd. of DKK 10.404 thousand has for now been written down to zero as of 30 September 2018. The write down has been recognised in other external expenses as a loss on receivables.

| | 2017/18 DKK | 2016/17 DKK |
|-----------------------------|------------------------------|------------------------------|
| 3. Staff costs | | |
| Wages and salaries | 26.406.587 | 25.671.328 |
| Other social security costs | 299.840 | 265.285 |
| | 26.706.427 | 25.936.613 |
| | | |
| Average number of employees | 38 | 36 |

| | Remunera- tion of manage- ment 2016/17 DKK |
|--------------------|---|
| Executive Board | 3.241.934 |
| Board of Directors | 360.000 |
| | 3.601.934 |

Special incentive programmes

The parent BLUETOWN ApS has in July 2016 established a share-based programme for management and employees. The programme consist of 56.500 warrants which expires as of 1 June 2025. Number of warrants granted is 45.947. The exercise price is DKK 400 per warrant.

| | 2017/18 DKK | 2016/17 DKK |
|--|------------------------------|------------------------------|
| 4. Depreciation, amortisation and impairment losses | | |
| Amortisation of intangible assets | 12.500 | 12.504 |
| Depreciation of property, plant and equipment | 155.880 | 155.882 |
| | 168.380 | 168.386 |

Notes to parent financial statements

| | 2017/18 DKK | 2016/17 DKK |
|---|------------------------------|------------------------------|
| 5. Other financial income | | |
| Financial income arising from group enterprises | 744.713 | 257.221 |
| Other interest income | 3 | 0 |
| Exchange rate adjustments | 879.310 | 206.436 |
| | 1.624.026 | 463.657 |

| | 2017/18 DKK | 2016/17 DKK |
|------------------------------------|------------------------------|------------------------------|
| 6. Other financial expenses | | |
| Other interest expenses | 2.463.704 | 1.528.380 |
| Exchange rate adjustments | 619.506 | 912.358 |
| | 3.083.210 | 2.440.738 |

| | 2017/18 DKK | 2016/17 DKK |
|---|------------------------------|------------------------------|
| 7. Tax on profit/loss for the year | | |
| Adjustment concerning previous years | (2.709.398) | (1.996.616) |
| | (2.709.398) | (1.996.616) |

Tax income comprises tax credit received in accordance with Danish Tax Assessment Act (Ligningsloven) section 8X for the income year 2016. Tax credit for income year 2017 and 2018 will be recognized when received.

| | 2017/18 DKK | 2016/17 DKK |
|--|------------------------------|------------------------------|
| 8. Proposed distribution of profit/loss | | |
| Retained earnings | (55.639.602) | (43.087.521) |
| | (55.639.602) | (43.087.521) |

| | Acquired rights DKK |
|---|--------------------------------------|
| 9. Intangible assets | |
| Cost beginning of year | 125.000 |
| Cost end of year | 125.000 |
| Amortisation and impairment losses beginning of year | (50.004) |
| Amortisation for the year | (12.500) |
| Amortisation and impairment losses end of year | (62.504) |
| Carrying amount end of year | 62.496 |

Notes to parent financial statements

| | Other fixtures and fittings, tools and equipment DKK |
|---|---|
| 10. Property, plant and equipment | |
| Cost beginning of year | 623.514 |
| Cost end of year | 623.514 |
| Depreciation and impairment losses beginning of year | (307.323) |
| Depreciation for the year | (155.880) |
| Depreciation and impairment losses end of year | (463.203) |
| Carrying amount end of year | 160.311 |

| | Invest- ments in group enterprises DKK | Deposits DKK |
|---|---|-------------------------|
| 11. Fixed asset investments | | |
| Cost beginning of year | 6.640 | 904.680 |
| Cost end of year | 6.640 | 904.680 |
| Exchange rate adjustments | 331.839 | 0 |
| Share of profit/loss for the year | (11.864.849) | 0 |
| Investments with negative equity value depreciated over receivables | 1.800.225 | 0 |
| Investments with negative equity value transferred to provisions | 9.726.145 | 0 |
| Impairment losses end of year | (6.640) | 0 |
| Carrying amount end of year | 0 | 904.680 |

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

12. Prepayments

Prepayments comprises incurred costs relating to subsequent financial years measured at cost and relates mainly to prepaid rent.

13. Cash

A group of investors have paid in USD 10 million to an escrow bank account registered in the name of Bluetown ApS. The amount is not available for the daily operations of Bluetown ApS. The amount will under certain conditions be available for future equity investments in the entity; or can be repaid to investors, if current plans with contribution of additional funding from additional investors will fail.

Notes to parent financial statements

14. Provisions for investments in group enterprises

Group enterprises with negative equity are measured at DKK 0. The negative equity value exceeds the amount receivable, why the remaining amount is recognized under provisions, as the Parent Bluetown ApS has a constructive obligation to cover the liabilities of the subsidiaries.

15. Bank loans

A group of the Company's owners has provided joint and several guarantee of payment of DKK 15 million for the Company's overdraft facilities. A renegotiation of the arrangement is thus contingent on the guarantors' continued guarantee for the arrangement. The Company's banking arrangements are to be renewed no later than 30 June 2019.

16. Payables to other credit institutions

The loans are granted by investors and subject to future investors completing equity investment in the Company. The debt accrues interest. The date for repayment is not set but shall be repaid if the Company completes new funding in 2019 from large investors.

17. Convertible and dividend-yielding short-term debt instruments

The convertible loans are from investors in connection with and subject to completion of equity investments made by investors. The loans have subsequent been converted into equity in accordance to shareholder agreements. In 2017/2018 debt conversions and capital increases of DKK 55.7 million (2016/17: DKK 52.6 million) was completed in the Parent Bluetown ApS.

18. Payables to shareholders and management

The loan are from the owner Axo Holding ApS.

| | 2017/18 | 2016/17 |
|--|----------------|----------------|
| | DKK | DKK |
| 19. Unrecognised rental and lease commitments | | |
| Liabilities under rental or lease agreements until maturity in total | 37.295 | 117.851 |

20. Contingent liabilities

The company has as of 30 September 2018 a suspensive obligation towards founders of DKK 4,760 thousand if certain milestones are met. In February 2019 the suspensive obligation has been settled between the involved parties.

The Entity has participated in a Danish joint taxation arrangements in prior years, ended as of May 2017. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

Notes to parent financial statements

21. Assets charged and collateral

A group of the Company's owners has provided joint and several guarantee of payment of DKK 15 million for the Company's overdraft facilities. A renegotiation of the arrangement is thus contingent on the guarantors' continued guarantee for the arrangement.

A guarantee of DKK 965 thousand is provided by the Company to a cooperative partner in Ghana in connection with projects in progress.

22. Related parties with controlling interest

BTH ApS holds as the largest shareholder 34,88 % of the voting share in Bluetown ApS as of 30 September 2018.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

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

Recognition and measurement

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

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

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

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

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

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence are regarded as associates.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Minority interests' proportionate share of profit or loss is presented as a separate item in Management's proposal for distribution of profit or loss, and their share of subsidiaries' net assets is presented as a separate item in group equity.

Accounting policies

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition date, with net assets having been calculated at fair value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date.. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in equity.

Public grants

Public grants are recognised when final commitment has been received from the grantor and it is probable that the conditions of the grant will be fulfilled. Grants are recognised as income in the income statement as earned. Grants awarded for acquisition of assets are recognised as deferred income in the balance sheet, which is taken to income on a straight-line basis over the useful life of the asset.

Income statement

Revenue

Revenue from the sale of equipment and technical sites is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

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

Accounting policies

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises

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

Other financial income

Other financial income comprises, interest income, including interest income on receivables from group enterprises, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

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

Balance sheet

Intellectual property rights etc

Intellectual property rights etc comprise acquired intellectual property rights, licenses for acquired software and prepayments for intangible assets.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

Accounting policies

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

| | |
|--|-----------|
| Plant and machinery | 5 years |
| Other fixtures and fittings, tools and equipment | 3-5 years |

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

In the parent financial statements, investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits and losses.

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

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

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

Contributed capital in arrears

Contributed capital in arrears consists of capital subscribed, but not paid up, which is recognised as a separate amount receivable in assets and a separate reserve in equity (gross method). The amount receivable is measured at amortised cost.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

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

Accounting policies

Income tax payable or receivable

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

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

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

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares and payment of dividend. Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank loans.