

Keel Solution ApS

Bredgade 19 E

1260 København K

CVR No. 31253284

Annual Report 2022

15. financial year

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 4 August 2023

Christian Didriksen Grahn
Chairman

Contents

Management's Statement	3
The independent auditor's report	4
Company Information	6
Management's Review	8
Income Statement	9
Balance Sheet	10
Statement of changes in Equity	12
Notes	13
Accounting Policies	14

Management's Statement

Today, Management has considered and adopted the Annual Report of Keel Solution ApS for the financial year 1 January 2022 - 31 December 2022.

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

In our opinion, the Management's Review includes a true and fair account of the matters addressed in the review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 4 August 2023

Executive Board

Christian Didriksen Grahn
Man. Director

The independent practitioner's report

To the shareholders of Keel Solution ApS

Conclusion

We have performed an extended review of the financial statements of Keel Solution ApS for the financial year 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 the work performed, in our 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 2022 - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR - Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Practitioner'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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's responsibilities for the financial statements

Management is responsible for the preparation of the 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.

Practitioner's responsibilities for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the financial statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of 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 the financial statements.

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 extended review 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 extended review, or otherwise appears to be materially misstated.

The independent practitioner's report

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 materially misstatement in the Management's review.

Reports on other legal and regulatory requirements

Emphasis of matter regarding other matters

Information on Management's liability

Without it affecting our opinion, we wish to note that since the Company has granted loans in contravention of the Danish Companies Act, Management may be held liable.

Copenhagen, 4 August 2023

Sønderup Revisorer I/S
statsautoriserede revisorer
CVR-no. 31824559

Claus Holde
State Authorised Public Accountant
mne34370

Keel Solution ApS

Company details

Company	Keel Solution ApS Bredgade 19 E 1260 København K
CVR No.	31253284
Date of formation	31 January 2008
Financial year	1 January 2022 - 31 December 2022

Executive Board Christian Didriksen Grahm

Auditors Sønderup Revisorer I/S
statsautoriserede revisorer
Strandesplanaden 110, 2.
2665 Vallensbæk Strand
CVR-no.: 31824559

Bank Nordea Bank
Strandgade
P.O. Box 850
0900 København K

Keel Solution ApS

Company details

Group chart

Subsidiaries

Name	Registered office	Reg. capital	Reg. capital t.DKK	Owner- ship
Keel Solution LLC	Ukraine	1.374 t.UAH	262 t.DKK	100%
Keel Solution North America LLC	Texas, USA	1 USD	7 DKK	100%
Stellar Staff Pte	Singapore	1 USD	7 DKK	100%
Keel Pte Ltd	Singapore	1 USD	7 DKK	100%
IT Data Group ApS	Danmark	40 t.DKK	40 t.DKK	100%

Management's Review

Main activity

Keel Solution's main services are related to providing the Energy Sector with services within Asset Data Management. These services are a combination of on-site visual inspections on complex technical assets, high-end data processing and IT services. Currently Keel Solution is servicing companies within the Oil and Gas Industry, and the Green Sustainable Energy Industry.

Development in the activities and the financial situation of the Company

2022 was not a satisfactory year for Keel Solution. The management is not satisfied with the result, mainly caused by the Russian invasion into Ukraine where most of the Keel Solution staff is located and hired. The war has increased the cost of operations significantly.

The overall market position of Keel Solution is growing stronger, and the brand is well recognized within the energy sector. Marketing and sales efforts have been strengthened and new customers have been added to the portfolio, and the high retainment of existing customers ensures a stable flow of projects.

In Keel Solution, we foresee moderate economic growth in 2023 compared to 2022, in the energy sector. The relative high oil price will most likely increase the demand for our services, and the increased activities in the Green Energy Sector, will bring the performance in 2023 higher than 2022.

Notifications after year-end 31st of December 2022

The unstable conditions concerning invasion by Russia into Ukraine will most likely have some impact on the performance of the company in 2023. We foresee a market that will grow moderate in 2023. Recruitment of qualified personnel in Ukraine is difficult due to the war.

Income Statement

	Note	2022 kr.	2021 kr.
Gross profit		1.496.437	2.802.026
Employee expense	1	-3.568.281	-3.207.313
Depreciation, amortisation expense and impairment losses of property, plant and equipment		-378.249	-376.030
Writedowns of current assets		-1.203.611	0
Profit from ordinary operating activities		-3.653.704	-781.317
Income/loss from investments in group enterprises		-598.091	768.125
Finance income		242.328	502.988
Finance expenses		-759.274	-79.994
Profit from ordinary activities before tax		-4.768.741	409.802
Tax expense on ordinary activities	2	230.157	56.344
Profit		-4.538.584	466.146
Proposed distribution of results			
Reserve for net revaluation according to equity method		-599.103	768.125
Retained earnings		-3.939.481	-301.979
Distribution of profit		-4.538.584	466.146

Balance Sheet as of 31 December

	Note	2022 kr.	2021 kr.
Assets			
Fixtures, fittings, tools and equipment		138.762	175.410
Leasehold improvements		2.469.464	2.811.066
Plant and equipment		2.608.227	2.986.476
Long-term investments in group enterprises		12.101.644	12.659.735
Long-term receivables from group enterprises		0	1.503.672
Other long-term receivables		244.678	343.030
Non-current deferred tax assets		1.511.925	1.281.768
Investments		13.858.247	15.788.205
Fixed assets		16.466.474	18.774.681
Short-term trade receivables		918.135	3.805.409
Short-term receivables from group enterprises		842.837	0
Other short-term receivables		916.361	0
Short-term receivables from company participants	3	1.608.562	2.411.220
Receivables		4.285.896	6.216.629
Cash and cash equivalents		89.425	1
Current assets		4.375.321	6.216.630
Assets		20.841.795	24.991.311

Balance Sheet as of 31 December

	Note	2022 kr.	2021 kr.
Liabilities and equity			
Contributed capital		3.253.000	3.253.000
Reserve for net revaluation according to equity method		11.729.270	12.328.373
Retained earnings		-8.790.319	-4.850.839
Equity		6.191.951	10.730.534
Payables to group enterprises		12.553.105	8.998.056
Long-term liabilities other than provisions	4	12.553.105	8.998.056
Debt to banks		0	699.081
Trade payables		659.818	648.077
Other payables		1.427.137	3.914.248
Intercompany with owner		9.785	1.315
Short-term liabilities other than provisions		2.096.739	5.262.721
Liabilities other than provisions within the business		14.649.844	14.260.777
Liabilities and equity		20.841.795	24.991.311
Contingent liabilities	5		
Collaterals and assets pledges as security	6		

Statement of changes in Equity

	Contributed capital	Reserve for net reval- uation ac- cording to equity method	Retained earnings	Total
Equity 1 January 2022	3.253.000	12.328.373	-4.850.839	10.730.534
Profit (loss) from group enterprises	0	-599.103	-3.939.481	-4.538.584
Equity 31 December 2022	3.253.000	11.729.270	-8.790.320	6.191.950

Capital reduction decided 16.01.2018 payment to shareholder shareholder DKK 1,500,000 at exchange rate 100.

Capital increase has been decided on 30.10.2020.

DKK 1,253,000.00, paid in cash at exchange rate 100.

The capital then amounts to DKK 3,253,000.

Notes

	2022	2021
1. Employee benefits expense		
Wages and salaries	2.616.000	2.383.459
Post-employment benefit expense	916.919	799.144
Social security contributions	35.361	24.710
	3.568.280	3.207.313
Average number of employees	4	4

2. Tax expense

Adjustments for deferred tax	916.212	56.344
Adjustments for deferred tax of prior period	-686.055	0
	230.157	56.344

3. Receivables from company participants

Receivables from company participants	1.608.562	2.411.220
---------------------------------------	-----------	-----------

The interest rate is set according to the current interest rates for illegal capital owner loans at 10,05%.

4. Long-term liabilities

	Due after 1 year	Due within 1 year	Due after 5 years
Payables to group enterprises	12.553.105	0	0
	12.553.105	0	0

5. Contingent liabilities

The company has lease contracts. On the balance sheet date, there is an obligation of approx. t.DKK 253.

6. Collaterals and securities

Against the company's bank connection, a claim pledge has been submitted for all balances with the bank. The receivables pledge amounts to t.DKK 2,500. Receivables on the balance sheet date amount to approx. t.DKK 4,215.

Accounting Policies

Reporting Class

The financial statement for Keel Solution ApS is calculated in accordance with Danish legislation for financial accounts (Årsregnskabsloven §110).

The financial statements are prepared in accordance with Class B accounts and the same accounting principles have been used as last fiscal year.

Due to the size of the Keel Solution Group, a consolidated Financial Statement for the Group has not been made as per "Årsregnskabsloven §110".

The annual report of Keel Solution ApS for 2022 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

Reporting currency

The annual report is presented in Danish kroner.

General information

Basis of recognition and measurement

The financial statement have been prepared under the historical cost principle.

Income is recognised in the income statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortized cost. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortization, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

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

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the financial statement, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Gross profit/loss

The Company has decided to aggregate certain items of the income statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Gross profit is a combination of the items of revenue, change in inventories of finished goods, work in progress and goods for resale, other operating income, costs for raw materials and consumables and other external expenses.

Accounting Policies

Revenue

Revenue is recognised in the income statement if the goods have been delivered and the risk has passed to the buyer before year-end and if the revenue can be reliably calculated and expected to be received. Revenue is recognised excluding VAT and all discounts granted are recognised in revenue.

External expenses

Other external expenses

Other external expenses include expenses for sales, advertising, administration, premises, bad debts, leasing expenses etc.

Administrative expenses include expenses for Management and administrative staff, office expenses, amortization and depreciation, etc.

Staff costs

Staff costs include wages and salaries including compensated absence and pension to the Companies employees, as well as other social security contributions etc.

Other staff expenses are recognised in other external expenses.

Amortisation and impairment of tangible and intangible assets

Amortization and impairment of intangible assets, property, plant and equipment has been performed based on a continuing assessment of the useful life of the assets in the Company. Non-current assets are amortized on a straight line basis, based on cost, on the basis of the following assessment of useful life and residual values:

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

Income from investments in group enterprises

Income from equity investments comprises the proportionate share of profit/loss after tax and any adjustment of internal profit/loss and less amortization of consolidated goodwill.

Financial income and expenses

Financial income and expenses are recognised in the income statement based at the amounts that concern the financial year. Financial income and expenses include interest revenue and expenses, financial expenses of finance leases, realised and unrealised capital gains and losses regarding securities, accounts payable and transactions in foreign currencies, repayment on mortgage loans, and surcharges and allowances under the advance-payment of tax scheme.

Tax on net profit for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

Balance sheet

Plant and equipment

Plant and equipment are measured at cost on initial recognition and subsequently at cost less accumulated depreciation and impairment losses.

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

Accounting Policies

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

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

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

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

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

Equity investments in group enterprises and associates

Investments in group enterprises and associates are recognized in the balance sheet at the proportionate share of the equity value of the enterprises, calculated according to the parent Company's accounting policies with the deduction or addition of unrealised intercompany profits or losses and with the addition or deduction of the remaining value of positive or negative goodwill, calculated according to the purchase method.

Subsidiaries having a negative equity value are recognised at kr. 0, and any amounts receivable from those enterprises are written down by the parent Company's share of the negative equity value to the extent that the amounts are deemed to be uncollectible.

If the negative equity value exceeds receivables, the remaining amount is recognised as a provision to the extent that the parent Company has a legal or constructive obligation to cover the negative balance of the relevant subsidiary.

Receivables

Receivables are measured at amortized cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Other receivables

Other receivables are calculated to amortized value equal to the nominal value less a provision for bad debt to account for expected losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

Equity

Equity comprises the working capital and a number of equity items that may be statutory or stipulated in the articles of association.

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the balance sheet as estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Liabilities

Other payables

Other payables are measured at amortized cost, which usually corresponds to the nominal value.

Christian Didriksen Grah

Navnet returneret af dansk MitID var:

Christian Didriksen Grah

Direktør

ID: 714ccc71-2e47-4fef-86ba-18f90000179a

Tidspunkt for underskrift: 04-08-2023 kl.: 13:57:08

Underskrevet med MitID



Christian Didriksen Grah

Navnet returneret af dansk MitID var:

Christian Didriksen Grah

Dirigent

ID: 714ccc71-2e47-4fef-86ba-18f90000179a

Tidspunkt for underskrift: 04-08-2023 kl.: 13:57:08

Underskrevet med MitID



Claus Holde

Navnet returneret af dansk MitID var:

Claus Holde

Statsautoriseret revisor

På vegne af Sønderup Revisorer I/S

ID: be2de9b6-ec27-4b18-9ee2-a8ed13efcbf7

CPR-match med dansk MitID

Tidspunkt for underskrift: 04-08-2023 kl.: 11:21:37

Underskrevet med MitID

