

Prokura A/S

Store Kongensgade 59A, 3, 1264 København

Annual report

2021

Company reg. no. 31 26 33 52

The annual report was submitted and approved by the general meeting on the 1 June 2022.

Christian Bang-Pedersen
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the board of directors and the managing director have presented the annual report of Prokura A/S for the financial year 2021.

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

We consider the accounting policies appropriate and, in our opinion, the financial statements provide a fair presentation of the company's assets, equity and liabilities, and financial position at 31 December 2021 and of the company's results of activities in the financial year 1 January - 31 December 2021.

We are of the opinion that the management commentary presents a fair account of the issues dealt with.

We recommend that the annual report be approved at the Annual General Meeting.

København, 1 June 2022

Managing Director

Christian Bang-Pedersen

Board of directors

Geir Olsen

Michael Strohmer

James Frederick Dyall

Gotfred Severin Berntsen

Independent auditor's report

To the Shareholders of Prokura A/S

Opinion

We have audited the financial statements of Prokura A/S for the financial year 1 January - 31 December 2021, which comprise a summary of significant accounting policies, income statement, statement of financial position, statement of changes in equity and notes. The financial statements have been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements present a fair view of the company's assets, equity and liabilities, and financial position at 31 December 2021 and of the results of the company's activities for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the section "Auditor's responsibilities for the audit of the financial statements". 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.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation of financial statements that provide a fair view in accordance with the Danish Financial Statements Act. Management is also responsible for such internal control as the 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 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 about whether the financial statements, as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing, and the additional requirements applicable in Denmark, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent auditor's report

As part of an audit conducted in accordance with international standards on auditing, and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 preparation of the financial statements using the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists arising from 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 disclosures in notes, and whether the financial statements reflect the underlying transactions and events in a manner that presents a 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 the 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 commentary, and we express no assurance opinion thereon.

Independent auditor's report

In connection with our audit of the financial statements, it is our responsibility to read the management commentary and to consider whether the management commentary is materially inconsistent with the financial statements or the evidence obtained during the audit, or whether it otherwise appears to contain material misstatement.

Furthermore, 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 believe that Management's Review is consistent with the financial statements and that it has been prepared in accordance with the provisions of the Danish Financial Statement Act. We did not discover any material misstatement in the Management's Review.

Copenhagen, 1 June 2022

Martinsen

State Authorised Public Accountants
Company reg. no. 32 28 52 01

Chris Winther Bjørholm Dyhr
State Authorised Public Accountant
mne34473

Company information

The company	Prokura A/S Store Kongensgade 59A, 3 1264 København
	Company reg. no. 31 26 33 52 Established: 11 February 2008 Domicile: Copenhagen Financial year: 1 January - 31 December 14th financial year
Board of directors	Geir Olsen Michael Strohmer James Frederick Dyll Gotfred Severin Berntsen
Managing Director	Christian Bang-Pedersen
Auditors	Martinsen Statsautoriseret Revisionspartnerselskab Øster Allé 42 2100 København Ø
Parent company	Prokura Management Consulting ApS

Management´s review

The principal activities of the company

Like previous years, the principal activities are management consulting activities.

Unusual circumstances

After completing and submitting the 2020 annual report for Prokura A/S to the Danish Business Authorities, a material misstatement of 1.947.180 DKK has been identified. The misstatement relates to the revenue being by mistake recognized twice.

The impact on the annual report is specified under accounting policies.

Development in activities and financial matters

The gross profit for the year totals DKK 48.026.000 against DKK 41.665.000 last year. Income or loss from ordinary activities after tax totals DKK 10.881.000 against DKK 7.708.000 last year. Management considers the net profit or loss for the year satisfactory.

Accounting policies

The annual report for Prokura A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Skriv egen tekst - engelsk.

Material misstatement

After completing and submitting the 2020 annual report for Prokura A/S to the Danish Business Authorities, a material misstatement of 1.947.181 DKK has been identified. The misstatement relates to a revenue amount that by mistake has been recognized twice in the annual report for 2020.

The comparative figures have been adjusted as seen below.

Income statement:	2020 before	Adjustment	2020 Adjusted
• Gross profit	43.612.281	(1.947.181)	41.665.100
• Operating profit	11.050.652	(1.947.181)	9.103.471
• Pre-tax net profit or loss	11.920.262	(1.947.181)	9.973.081
• Tax on net profit og loss	(2.693.604)	428.380	(2.265.224)
• Net profit or loss for the year	9.226.658	(1.518.801)	7.707.857
Assets			
• Recievables fomr subsidiaries	9.590.001	(1.947.181)	7.642.819
• Total current assets.	40.625.880	(1.947.181)	38.678.698
• Total Assets	41.217.082	(1.947.181)	39.269.900

Skriv egen tekst - engelsk.

Skriv egen tekst - engelsk:

• Retained earnings	9.770.067	(1.518.801)	8.251.226
• Total equity	16.795.067	(1.518.801)	15.276.266
• Total short term liabilities other than provis.	23.770.015	(428.380)	23.341.634
• Total liabilities other than provision	23.770.015	(428.380)	23.341.634
• Total equity and liabilities	41.217.082	(1.947.181)	39.269.900

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Accounting policies

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Gross profit

Gross profit comprises the revenue, changes in inventories of finished goods, and work in progress, work performed for own account and capitalised, other operating income, and external costs.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Recognition of revenue is exclusive of VAT and taxes and less any discounts relating directly to sales.

Contract work in progress concerning construction contracts is recognised in the revenue concurrently with the production process. Thus, the revenue corresponds to the selling price of the total yearly production (the production method). The revenue is recognised when the total income and costs of the contract and the stage of completion on the reporting date can be reliably validated and it is deemed probable that the financial benefits will flow to the company.

When the results of a contract cannot be reliably validated, the revenue is recognised solely on a cost basis to the extent that it seems probable that the costs will be recovered.

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts and changes in inventories.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of intangible and tangible assets.

Other external costs comprise costs incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Accounting policies

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members. Staff costs are less government reimbursements.

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown for impairment of intangible and tangible assets, respectively.

Other operating costs

Other operating costs comprise items of secondary nature as regards the principal activities of the enterprise, including losses on the disposal of intangible and tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Tax on net profit or loss for the year

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

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Intangible assets

Development projects, patents, and licences

Development costs and internally generated rights are recognised in the income statement as costs in the acquisition year.

Patents and licenses are measured at cost less accrued amortisation. Patents are amortised on a straightline basis over the remaining patent period and licenses are amortised over the contract period, however, for a maximum of 10 years.

Accounting policies

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and writedown for impairment.

The depreciable amount is cost plus revaluations at fair value less expected residual value after the end of the useful life of the asset. The amortisation period is fixed at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount of the asset, depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
Other fixtures and fittings, tools and equipment	3-5 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounting policies

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Contract work in progress

Contract work in progress is measured at the selling price of the work performed. The selling price is measured on the basis of the stage of completion on the reporting date and the total expected income from the individual work in progress. The stage of completion is calculated as the share of costs incurred in proportion to the estimated total costs of the individual work in progress.

When the selling price of the individual work in progress can not be determined reliably, the selling price is measured at the costs incurred or at net realisable value, if this is lower.

The individual work in progress is recognised in the statement of financial position under accounts receivables or liabilities. Net assets consist of the sum of the work in progress, where the selling price of the work performed exceeds invoicing on account. Net liabilities consist of the sum of the work in progress, where invoicing on account exceeds the selling price.

Costs in connection with sales work and the procurement of contracts are recognised in the income statement when incurred.

Prepayments and accrued income

Prepayments and accrued income recognised under assets comprise incurred costs concerning the following financial year.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

Equity

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Accounting policies

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Income tax receivable" or "Income tax payable".

According to the rules of joint taxation, Prokura A/S is proportionally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2021</u>	<u>2020</u>
Gross profit	48.026.317	41.665.100
1 Staff costs	-32.771.792	-32.285.241
Depreciation, amortisation, and impairment	-405.427	-266.973
Other operating expenses	0	-9.415
Operating profit	14.849.098	9.103.471
Other financial income	35.984	1.001.872
Other financial expenses	-907.720	-132.262
Pre-tax net profit or loss	13.977.362	9.973.081
2 Tax on net profit or loss for the year	-3.096.610	-2.265.224
Net profit or loss for the year	10.880.752	7.707.857
Proposed appropriation of net profit:		
Extraordinary dividend adopted during the financial year	0	3.399.999
Dividend for the financial year	0	6.525.000
Transferred to retained earnings	10.880.752	0
Allocated from retained earnings	0	-2.217.142
Total allocations and transfers	10.880.752	7.707.857

Balance sheet at 31 December

All amounts in DKK.

Assets		
<u>Note</u>	<u>2021</u>	<u>2020</u>
Non-current assets		
3 Acquired concessions, patents, licenses, trademarks, and similar rights	243.311	290.867
Total intangible assets	243.311	290.867
4 Other fixtures and fittings, tools and equipment	3.904.044	300.335
Total property, plant, and equipment	3.904.044	300.335
Total non-current assets	4.147.355	591.202
Current assets		
Trade receivables	24.975.851	7.196.474
Contract work in progress	40.500	3.682.874
Receivables from subsidiaries	9.834.798	7.642.819
Other receivables	1.638.039	2.093.803
Prepayments	421.805	484.303
Total receivables	36.910.993	21.100.273
Cash and cash equivalents	1.788.553	17.578.425
Total current assets	38.699.546	38.678.698
Total assets	42.846.901	39.269.900

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2021</u>	<u>2020</u>
Equity		
Contributed capital	500.000	500.000
Retained earnings	19.132.018	8.251.266
Proposed dividend for the financial year	0	6.525.000
Total equity	<u>19.632.018</u>	<u>15.276.266</u>
Provisions		
Provisions for deferred tax	256.000	652.000
Total provisions	<u>256.000</u>	<u>652.000</u>
Long term liabilities other than provisions		
Bank loans	0	6
Prepayments received from customers concerning work in progress for the account of others	1.562.628	2.917.985
Trade payables	794.067	713.427
Payables to subsidiaries	10.046.868	5.896.115
Income tax payable to subsidiaries	3.492.610	1.680.782
Other payables	7.062.710	12.133.319
Total short term liabilities other than provisions	<u>22.958.883</u>	<u>23.341.634</u>
Total liabilities other than provisions	<u>22.958.883</u>	<u>23.341.634</u>
Total equity and liabilities	<u>42.846.901</u>	<u>39.269.900</u>

5 Charges and security

6 Contingencies

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Retained earnings	Proposed dividend for the financial year	Total
Equity 1 January 2021	500.000	9.770.067	6.525.000	16.795.067
	0	-1.518.801	0	-1.518.801
Distributed dividend	0	0	-6.525.000	-6.525.000
Profit or loss for the year brought forward	0	10.880.752	0	10.880.752
	<u>500.000</u>	<u>19.132.018</u>	<u>0</u>	<u>19.632.018</u>

Notes

All amounts in DKK.

	<u>2021</u>	<u>2020</u>
1. Staff costs		
Salaries and wages	30.510.589	30.225.211
Pension costs	1.870.870	1.810.197
Other costs for social security	390.333	249.833
	<u>32.771.792</u>	<u>32.285.241</u>
Average number of employees	<u>41</u>	<u>37</u>
2. Tax on net profit or loss for the year		
Tax of the results for the year, parent company	3.492.610	1.680.782
Adjustment for the year of deferred tax	-396.000	584.051
Adjustment of tax for previous years	0	391
	<u>3.096.610</u>	<u>2.265.224</u>
3. Acquired concessions, patents, licenses, trademarks, and similar rights		
Cost 1 January	413.305	385.274
Additions during the year	<u>0</u>	<u>28.031</u>
Cost 31 December	<u>413.305</u>	<u>413.305</u>
Amortisation and writedown 1 January	-122.438	-76.417
Amortisation for the year	<u>-47.556</u>	<u>-46.021</u>
Amortisation and writedown 31 December	<u>-169.994</u>	<u>-122.438</u>
Carrying amount, 31 December	<u>243.311</u>	<u>290.867</u>

Notes

All amounts in DKK.

	<u>31/12 2021</u>	<u>31/12 2020</u>
4. Other fixtures and fittings, tools and equipment		
Cost 1 January	2.712.084	2.566.280
Additions during the year	<u>3.961.580</u>	<u>145.804</u>
Cost 31 December	<u>6.673.664</u>	<u>2.712.084</u>
Amortisation and writedown 1 January	-2.411.749	-2.190.797
Depreciation for the year	<u>-357.871</u>	<u>-220.952</u>
Amortisation and writedown 31 December	<u>-2.769.620</u>	<u>-2.411.749</u>
Carrying amount, 31 December	<u>3.904.044</u>	<u>300.335</u>

Notes

All amounts in DKK.

5. Charges and security

There are no pledges of rights or collateral per. 31. December 2021.

6. Contingencies

Contingent liabilities

Recourse guarantee commitments:

The company has guaranteed the bank loans of the companies, Prokura AS, Norge, Prokura GmbH, Germany, Prokura Management Consulting ApS. On 31 December 2021, the total bank loans of the group enterprises totalled DKK 0.

Joint taxation

With Prokura Management Consulting ApS, company reg. no 34883149 as administration company, the company is subject to the Danish scheme of joint taxation and is proportionally liable for tax claims within the joint taxation scheme.

The company is proportionally liable for any obligations to withhold tax on interest, royalties, and dividends of the jointly taxed companies.

The liabilities amount to a maximum amount corresponding to the share of the company capital, which is owned directly or indirectly by the ultimate parent company.

The total tax payable under the joint taxation scheme totals DKK 5.080.904.

Any subsequent adjustments of corporate taxes or withholding tax, etc., may result in changes in the company's liabilities.

The company has no contingent liabilities per. 31. December 2021.