

# Composhield Holding ApS

Møgelgårdsvej 6, 8520 Lystrup

CVR no. 32 29 45 37

## Annual report 2022

Approved at the Company's annual general meeting on 12. April 2023

Chair of the meeting:

  
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Michael Nørup

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### Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Composhield Holding ApS for the financial year 1 January - 31 December 2022.

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

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

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

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

Aarhus, **12. April 2023**  
Executive Board:



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Kenneth Mark Ripich



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Michael Forde Ripich



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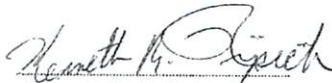
Lisette Nørup



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Michael Nørup

Board of Directors:



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Kenneth Mark Ripich  
Chair



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Michael Forde Ripich



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Lisette Nørup



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Michael Nørup

## Independent auditor's report

To the shareholders of Composhield Holding ApS

### Opinion

We have audited the financial statements of Composhield Holding ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

### Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements 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 the 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 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 Company's internal control.

### Independent auditor's report

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

#### Statement on the Management's review

Management is responsible for the Management's review.


Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Aarhus, 12. April 2023  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

  
Henrik Pungvig Jensen  
State Authorised Public Accountant  
mne24825

  
Niels Gjøel Jensen  
State Authorised Public Accountant  
mne49103

## Management's review

### Company details

Name Composhield Holding ApS  
Address, Postal code, City Møgelgårdsvej 6, 8520 Lystrup

CVR no. 32 29 45 37  
Established 24 July 2009  
Registered office Aarhus  
Financial year 1 January - 31 December

Board of Directors Kenneth Mark Ripich, Chair  
Michael Forde Ripich  
Lisette Nørup  
Michael Nørup

Executive Board Kenneth Mark Ripich  
Michael Forde Ripich  
Lisette Nørup  
Michael Nørup

Auditors EY Godkendt Revisionspartnerselskab  
Værkmestergade 25, P.O. Box 330, 8100 Aarhus C,  
Denmark

## Management's review

### Business review

The objects for which the company is established are to hold shares, and to undertake, perform and carry on all such other things as the Board of Directors incidental to the attainment of such objects.

### Financial review

The income statement for 2022 shows a profit of DKK 4,233 thousand against a profit of DKK 10,017 last year, and the balance sheet at 31 December 2022 shows equity of DKK 10,221 thousand. Management considers the company's result in 2022 to be satisfactory.

### Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2022	2021
	Gross loss	-18	-15
	Dividend, subsidiaries	4,000	10,000
3	Financial expenses	-11	-14
	Profit before tax	3,971	9,971
4	Tax for the year	262	46
	Profit for the year	4,233	10,017
	Recommended appropriation of profit		
	Extraordinary dividend distributed in the year	4,000	10,000
	Retained earnings	233	17
		4,233	10,017



Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	<u>2022</u>	<u>2021</u>
	<b>ASSETS</b>		
	Fixed assets		
5	Investments		
	Investments in group entities	10,200	10,200
	Prepayment for group entities	<u>2,096</u>	<u>0</u>
		<u>12,296</u>	<u>10,200</u>
	<b>Total fixed assets</b>	<u>12,296</u>	<u>10,200</u>
	<b>Non-fixed assets</b>		
	Receivables		
	Receivables from group entities	4	5
	Deferred tax assets	112	0
	Joint taxation contribution receivable	<u>151</u>	<u>46</u>
		<u>267</u>	<u>51</u>
	<b>Cash</b>	<u>0</u>	<u>5</u>
	<b>Total non-fixed assets</b>	<u>267</u>	<u>56</u>
	<b>TOTAL ASSETS</b>	<u>12,563</u>	<u>10,256</u>
	<b>EQUITY AND LIABILITIES</b>		
	Equity		
	Share capital	125	125
	Retained earnings	<u>10,096</u>	<u>9,863</u>
	<b>Total equity</b>	<u>10,221</u>	<u>9,988</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Payables to group entities	2,230	253
	Other payables	<u>112</u>	<u>15</u>
		<u>2,342</u>	<u>268</u>
	<b>Total liabilities other than provisions</b>	<u>2,342</u>	<u>268</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>12,563</u>	<u>10,256</u>

- 1 Accounting policies
- 2 Staff costs
- 6 Contractual obligations and contingencies, etc.

Financial statements 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2022	125	9,863	9,988
Transfer through appropriation of profit	0	4,233	4,233
Extraordinary dividend distributed	0	-4,000	-4,000
Equity at 31 December 2022	125	10,096	10,221

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Composhield Holding ApS for 2022 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

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

#### Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

#### Income statement

##### Gross loss

The items revenue and external expenses have been aggregated into one item in the income statement called gross loss in accordance with section 32 of the Danish Financial Statements Act.

##### Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration, etc.

##### Profit/loss from investments in subsidiaries

The item includes dividend received from subsidiaries in so far as the dividend does not exceed the accumulated earnings in the subsidiary in the period of ownership.

##### Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

##### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Balance sheet

##### Investments in subsidiaries

Investments in subsidiaries and prepayments for subsidiaries are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

##### Impairment of fixed assets

The carrying amount of investments in subsidiaries is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

##### Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

##### Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

##### Equity

##### *Proposed dividends*

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

##### Income taxes and deferred tax

The company is jointly taxed with OD&M ApS which also acts as the administrative company.

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

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

#### Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

2 Staff costs

The Company has no employees.

DKK'000	2022	2021
3 Financial expenses		
Interest expenses, group entities	11	8
Other financial expenses	0	6
	<u>11</u>	<u>14</u>
4 Tax for the year		
Tax adjustments, prior years	-111	0
Refund in joint taxation	-151	-46
	<u>-262</u>	<u>-46</u>

5 Investments

Name	Domicile	Interest
Subsidiaries		
Composhield A/S	Denmark	100.00%

Composhield Holding has acquired a company with closing in March 2023. The acquisition is expected to increase the company's balance with DKK 7m.

6 Contractual obligations and contingencies, etc.

The Company has provided a guarantee in respect of the group entity Composhield A/S' balance with its bank.

The Company is jointly taxed with other Danish companies in the Group. As a jointly taxed Company, not wholly-owned, the company has limited and secondary liability for Danish withholding tax on interest, royalties within the joint taxation unit.