

Kiwa Consultancy A/S

Stades Krog 6
2800 Kongens Lyngby

CVR no. 32 35 57 49

Annual report 2019

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

14 September 2020



chairman

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Kiwa Consultancy A/S for the financial year 1 January – 31 December 2019.


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

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January – 31 December 2019.

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.

Kongens Lyngby, 14 September 2020
Executive Board:



Peter Pilebæk Lock


Board of Directors



Veikko Tapio Räsänen
Chairman



Topi Kalevi Saarenhovi



Peter Pilebæk Lock



Independent auditor's report

To the shareholder of Kiwa Consultancy A/S

Opinion

We have audited the financial statements of Kiwa Consultancy A/S for the financial year 1 January – 31 December 2019 comprising income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January – 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' 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 rules and requirements.

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

Management's responsibility for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also

Independent auditor's report

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the Management's review

Management is responsible for the Management's review.

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

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

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



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Independent auditor's report

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

Kolding, 14 September 2020

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

A handwritten signature in black ink, appearing to read 'N. Møller Hansen', written over a faint, light-colored circular stamp or watermark.

Nikolaj Møller Hansen
State Authorised
Public Accountant
mne33220

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Management's review

Company details

Kiwa Consultancy A/S
Stades Krog 6
2800 Kongens Lyngby

CVR no.:	32 35 57 49
Established:	4 March 2010
Registered office:	Kongens Lyngby
Financial year:	1 January – 31 December

Board of Directors

Veikko Tapio Räsänen, Chairman
Topi Kalevi Saarenhovi
Peter Pilebæk Lock

Executive Board

Peter Pilebæk Lock

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Jupitervej 4
6000 Kolding
Denmark

Management's review

Operating review

Principal activities

The Company holds investments in other companies and is engaged in welding coordination, welding consultancy services, certification and any activity that, in the opinion of the Board of Directors, is related hereto.

Development in activities and financial position

Loss for the year came in at DKK 27,429 thousand. Results for the year were negatively affected by the performance in the subsidiaries.

At 31 December 2019, equity was negative at DKK 35,527 thousand.

The Company has lost more than 50% of its contributed capital and is thus subject to the provisions on loss of capital under the Danish Companies Act.

The parent company has confirmed that a capital contribution will be made in prolongation of the annual general meeting. Furthermore the parent company has confirmed that cashpool and intra group loans will remain available for 2020.

This will re-establish the contributed capital and provide liquidity for the company to be going concern.

The Company's assets and liabilities at 31 December 2019 are therefore recognised and measured based on a going concern assumption.

Events after the balance sheet date

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date. The Company has not been materially affected by Covid-19.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2019	2018
Gross profit/loss		<u>-106,464</u>	<u>-22,316</u>
Operating profit/loss		<u>-106,464</u>	<u>-22,316</u>
Financial income	3	94,800	94,800
Financial expenses	4	<u>-26,790,679</u>	<u>-7,303,062</u>
Profit/loss before tax		<u>-26,802,343</u>	<u>-7,230,578</u>
Tax on profit/loss for the year		<u>-627,073</u>	<u>809,035</u>
Profit/loss for the year		<u><u>-27,429,416</u></u>	<u><u>-6,421,543</u></u>
Proposed distribution of loss			
Retained earnings		<u><u>-27,429,416</u></u>	<u><u>-6,421,543</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2019	31/12 2018
ASSETS			
Fixed assets			
Investments	5		
Equity investments in group entities		<u>9,188,861</u>	<u>33,054,691</u>
Total fixed assets		<u>9,188,861</u>	<u>33,054,691</u>
Current assets			
Receivables			
Receivables from group entities	6	3,362,525	3,405,423
Other receivables		5,997	0
Deferred tax asset	7	<u>0</u>	<u>1,019,416</u>
		<u>3,368,522</u>	<u>4,424,839</u>
Total current assets		<u>3,368,522</u>	<u>4,424,839</u>
TOTAL ASSETS		<u><u>12,557,383</u></u>	<u><u>37,479,530</u></u>
EQUITY AND LIABILITIES			
Equity			
Contributed capital		500,000	500,000
Retained earnings		<u>-36,027,072</u>	<u>-8,597,656</u>
Total equity		<u>-35,527,072</u>	<u>-8,097,656</u>
Liabilities			
Non-current liabilities			
Payables to group entities		<u>0</u>	<u>45,507,064</u>
Current liabilities			
Payables to group entities		48,029,156	49,621
Other payables		<u>55,299</u>	<u>20,501</u>
		<u>48,084,455</u>	<u>70,122</u>
Total liabilities		<u>48,084,455</u>	<u>45,577,186</u>
TOTAL EQUITY AND LIABILITIES		<u><u>12,557,383</u></u>	<u><u>37,479,530</u></u>

Financial statements 1 January – 31 December

Statement of changes in equity

DKK	Contributed capital	Retained earnings	Total
Equity at 1 January 2019	500,000	-8,597,656	-8,097,656
Transferred over the distribution of loss	0	-27,429,416	-27,429,416
Equity at 31 December 2019	500,000	-36,027,072	-35,527,072

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Kiwa Consultancy A/S for 2019 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

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

Omission of consolidated financial statements

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Kiwa Consultancy A/S and its subsidiaries are included in the consolidated financial statements of ACTA* Holding B.V.

Income statement

Gross profit/loss

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

Gross profit/loss includes other external costs.

Other external costs

Other external costs include costs related to administration.

Financial income and expenses

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

Tax on profit/loss for the year

Inspecta Holding Denmark A/S is jointly taxed with its wholly-owned Danish subsidiaries. Current Danish corporation tax is allocated between the jointly taxed Danish companies in proportion to their taxable income (full absorption with refunds for tax losses). The jointly taxed companies are taxed under the on-account tax scheme.

Tax for the year comprises current tax and changes in deferred tax for the year. The tax expense relating to the profit/loss for the year is recognised in the income statement.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Balance sheet

Equity investments in group entities

Equity investments in group entities are measured at cost. In case of indication of impairment, an impairment test is conducted. When cost exceeds recoverable amount, write-down is made to this lower value.

Impairment of fixed assets

The carrying amount of equity investments in group entities is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Receivables

Receivables are measured at amortised cost. Write-down is made for bad debt losses.

Equity

Dividends

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised on the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured under the balance sheet liability method in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities.

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. Changes in deferred tax due to changes in tax rates are recognised in the income statement.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Liabilities

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

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

2 Basis of preparation

The Company has lost more than 50% of its contributed capital and is thus subject to the provisions on loss of capital under the Danish Companies Act.

The parent company has confirmed that a capital contribution will be made in prolongation of the annual general meeting. Furthermore the parent company has confirmed that cashpool and intra group loans will remain available for 2020.

This will re-establish the contributed capital and provide liquidity for the company to be going concern.

DKK

	<u>2019</u>	<u>2018</u>
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3 Financial income

Interest income from group entities	<u>94,800</u>	<u>94,800</u>
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4 Financial expenses

Interest expense to group entities	2,878,939	1,815,918
Impairment losses on financial assets	23,865,830	3,553,147
Other financial expenses	0	1,914,854
Exchange losses	<u>45,910</u>	<u>19,143</u>
	<u>26,790,679</u>	<u>7,303,062</u>

Financial statements 1 January – 31 December

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5 Investments

DKK	Equity investments in group entities
Cost at 1 January 2019	<u>40,886,680</u>
Cost at 31 December 2019	<u>40,886,680</u>
Impairment losses at 1 January 2019	-7,831,989
Impairment losses for the year	<u>-23,865,830</u>
Impairment losses at 31 December 2019	<u>-31,697,819</u>
Carrying amount at 31 December 2019	<u><u>9,188,861</u></u>

6 Receivables from group entities

Of receivables from group entities, DKK 2,427 thousand is of a non-current nature.

7 Deferred tax asset

The Company's preliminary net deferred tax asset at 31 December 2019 amounted to approx DKK 1,278 thousand.

Due to uncertainty in estimating future earnings, Management has chosen to write down the tax asset. Going forward, Management will assess any potential capitalisation of the deferred tax asset.

8 Contractual obligations, contingencies, etc.

The Company is jointly taxed with group entities. The companies included in the joint taxation have joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties.

9 Related party disclosures

Inspecta Holding Denmark A/S is part of the consolidated financial statements of ACTA* Holding B.V., Sir Winston Churchillaan 273, 2288 EA Rijswijk, the Netherlands. which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of ACTA* Holding B.V. can be obtained from the Company.