ipnordic A/S

Nygade 17 DK-6300 Gråsten

CVR no. 33 57 75 91

Annual report 2022

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

11 July 2023

Martijn Nicolaas Albertus van der Pas Chairman of the annual general meeting

ipnordic A/S Annual report 2022 CVR no. 33 57 75 91

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Stijn Nijhuis

Chairman

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 ipnordic A/S for the financial year 1 January – 31 December 2022.

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

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

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position 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 development in the Company's activities and financial matters, of the results for the year and of the Company's financial position.

Gråsten 11 July 2023
Executive Board:

Charles Uhd Jensen
Ginnerskov

Leif Sørensen

Ginnerskov

Martijn Nicolaas Albertus

van der Pas

Charles Uhd Jensen

Ginnerskov



Independent auditor's report

To the shareholders of ipnordic A/S

Opinion

We have audited the financial statements of ipnordic A/S for the financial year 1 January - 31 December 2022 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 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 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.

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 financial statement 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.

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.

Aarhus, 11 July 2023 **KPMG**Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Mikkel Trabjerg Knudsen State Authorised Public Accountant mne34459 Michael E. K. Rasmussen State Authorised Public Accountant mne41364 ipnordic A/S Annual report 2022 CVR no. 33 57 75 91

Management's review

Company details

ipnordic A/S Nygade 17 DK-6300 Gråsten

Telephone: +45 69 60 80 00 Website: https://www.ipnordic.dk

CVR no.: 33 57 75 91

Financial year: 1 January – 31 December

Board of Directors

Stijn Nijhuis, Chairman Martijn Nicolaas Albertus van der Pas Charles Uhd Jensen Ginnerskov

Executive Board

Charles Uhd Jensen Ginnerskov Leif Sørensen

Auditor

KPMG Statsautoriseret Revisionspartnerselskab Bredskifte Allé 13 DK-8210 Aarhus V CVR no. 25 57 81 98

Management's review

Financial highlights

DKK'000	2022	2021	2020	2019	2018
Key figures					
Gross profit	81,364	83,388	81,196	68,111	64,070
Profit before financial					
income and expenses	48,603	50,980	50,508	35,830	33,356
Profit from financial income	0.474	0.070	4.040	054	4.450
and expenses	2,174	2,073	1,319	251	1,156
Profit for the year	40,632	42,091	41,110	28,117	26,903
Total assets	88,016	74,779	82,842	66,633	67,486
Equity	43,429	25,797	43,706	32,596	30,277
Investment in property,					
plant and equipment	1,810	164	263	791	1,055
Ratios					
Return on assets	59.72%	64.69%	67.58%	53.43%	62.46%
Equity ratio	49.32%	34.50%	52.76%	48.92%	44.86%
Return on equity	117.34%	121.12%	107.76%	89.44%	30.70%
Average number of full-					
time employees	87	89	89	88	80

The financial ratios have been calculated as follows:

Return on assets Profit/loss from operating activites x 100

Average assets

Equity ratio Equity, year-end x 100
Total equity and liabilities, year-end

Return on Equity Profit/loss for the year after tax x 100
Average equity

Management's review

Operating review

Principal activities

The Company's principal activities are IP technologies and services in the telephone area, which is in line with previous years.

Development in activities and financial position

The Company's income statement for 2022 shows a profit of DKK 40,632 thousand as against DKK 42,091 thousand in 2021. Equity in the Company's balance sheet at 31 December 2022 stood at DKK 43,429 thousand as against DKK 25,797 thousand at 31 December 2021.

Resutls for 2022 were negatively impacted by management fee of DKK 8,530,003.

The financial year was in line with forecast, and results for the year are considered satisfactory taking the market conditions into account with increased price pressure in the industry and customers reducing their costs for telephone services to compensate for the macro-economic situation with increasing energy costs and general price increases.

Events after the balance sheet date

As of the balance sheet date, there have been no significant events or transactions occurring after that date that would necessitate adjustment or disclosure in the financial statements.

Outlook

For 2023, Management expects to report results at the same level as in 2022, i.e. in a range from DKK 35-45 million.

Research and development activities

The Company prioritises research and development (R&D) to drive innovation and growth. We continuously invest in developing our product offerings, leveraging technology and industry insights to meet customer needs. Our R&D efforts focus on enhancing product quality and features. We also strive for administrative process effectiveness to streamline workflows and allocate resources efficiently. For new projects in 2022, the Company has chosen to capitalize costs.

Environmental matters

The Company is committed to environmental responsibility and sustainability. We comply with relevant national rules and guidelines, including those set at Group level by Enreach Holding BV in Holland. Our salespeople and technicians utilize electric cars for customer visits, exemplifying our commitment to sustainable transportation practices. By employing electric vehicles, we reduce our carbon footprint and contribute to a cleaner and greener environment. This aligns with our dedication to promoting environmental responsibility throughout our operations. We report environmental KPIs to our Parent Company, contributing to the overall sustainability goals of the organization. We continuously strive to minimize our ecological footprint and drive positive change for a sustainable future.

Income statement

DKK'000	Note	2022	2021
Gross profit		81,364	83,388
Staff costs	2	-30,467	-30,643
Depreciation, amortisation and impairment losses		-2,294	-1,765
Profit before financial income and expenses		48,603	50,980
Other financial income	3	2,243	2,195
Other financial expenses		69	-122
Profit before tax		50,777	53,053
Tax on profit for the year	4	-10,145	-10,962
Profit for the year	5	40,632	42,091

Balance sheet

DKK'000 Note 31/12 2022 3	31/12 2021
ASSETS	
Fixed assets	
Intangible assets 6	
Completed development projects 3,762	1,833
Development projects in progress 2,520	2,365
6,282	4,198
Property, plant and equipment 7	
Fixtures and fittings, tools and equipment 1,874	717
Leasehold improvements 40	86
1,914	803
Investments 8	
Deposits	483
Total fixed assets 8,706	5,484
Current assets	
Inventories	
Finished goods and goods for resale1,758	831
Receivables	
Trade receivables 16,706	13,849
Receivables from group entities 40,289	36,446
Corporation tax 1,395	0
Prepayments 9 <u>1,680</u>	1,495
60,070	51,790
Cash at bank and in hand 17,482	16,674
Total current assets 79,310	69,295
TOTAL ASSETS 88,016	74,779

Balance sheet

DKK'000	Note	31/12 2022	31/12 2021
EQUITY AND LIABILITIES			
Equity			
Contributed capital	10	769	769
Reserve for development costs		-1,471	0
Reserve for development costs		4,900	1,471
Retained earnings		4,231	18,057
Proposed dividends for the financial year		35,000	5,500
Total equity		43,429	25,797
Provisions			
Provisions for deferred tax	11	1,471	931
Total provisions		1,471	931
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		6,420	7,940
Corporation tax		0	4,667
Other payables		21,975	20,536
Deferred income		14,721	14,908
		43,116	48,051
Total liabilities other than provisions		43,116	48,051
TOTAL EQUITY AND LIABILITIES		88,016	74,779
Contractual obligations, contingencies, etc.	12		
Related party disclosures	13		

Statement of changes in equity

DKK'000 <u>capital</u> <u>costs</u> <u>earnings</u> <u>year</u>	
Equity at 1 January 2022 769 1,471 18,057 5,50	00 25,797
Ordinary dividends paid 0 0 -5,50	-5,500
Transferred over the profit appropriation 0 3,429 2,203 35,00	00 40,632
Extraordinary dividends paid0	0 -17,500
Equity at 31 December 2022 769 4,900 2,760 35,00	00 43,429

Notes

1 Accounting policies

The annual report of ipnordic A/S for 2022 has been prepared in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

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

Omission of cash flow statement

Pursuant to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are included in the cash flow statement in the consolidated financial statements of Void Holding B.V.

Income statement

Gross profit

In accordance with section 32 of the Danish Financial Statements Act, the items Revenue, Change in inventories of finished goods and work in progress, Work performed for own account and capitalised, Other operating income and External expenses have been aggregated into one item in the income statement called Gross margin.

Revenue

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year. Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Other operating income and costs

Other operating income

Other operating income comprises items secondary to the activities of the entity, including gains on the disposal of intangible assets and property, plant and equipment.

Other operating cost

Other operating costs comprise items secondary to the activities of the entity, including losses on the disposal of property, plant and equipment.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Notes

1 Accounting policies (continued)

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on profit/loss for the year

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 entity is jointly taxed with other group entities. 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.

Balance sheet

Intangible assets

Development projects

Development costs comprise costs, wages, salaries and amortisation directly and indirectly attributable to development activities.

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment

2-5 years

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Notes

1 Accounting policies (continued)

Depreciation is recognised in the income statement as production costs, distribution costs and administrative expenses, respectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Impairment of fixed assets

Property, plant and equipment 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.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

Finished goods and work in progress are measured at cost, comprising the cost of raw materials, consumables, direct wages and salaries and indirect production overheads. Indirect production overheads comprise indirect materials and wages and salaries as well as the maintenance of depreciation of production machinery, buildings and equipment as well as factory administration and management. Borrowing costs are not included in cost.

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast 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.

Notes

1 Accounting policies (continued)

Prepayments

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

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".

Corporation tax and deferred tax

Current tax payable and receivable is recognised in 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 using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with 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 as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Liabilities

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. 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 net realisable value.

Notes

	DKK'000	2022	2021
2	Staff costs		
	Wages and salaries	29,771	26,882
	Pensions	111	3,093
	Other social security costs	585	668
		30,467	30,643
	Average number of full-time employees	87	88
	Staff costs include remuneration of the Company's Executive Board of DI Pursuant to 98b (3) (II) and the Danish Financial Statements Act, remuner and Board of Directors was not disclosed in 2021.		
3	Other financial income		
	Interest income from group entities	2,032	2,004
	Other financial income	160	163
	Exchange gains	51	22
		2,243	2,195
4	Tax on profit for the year		
	Current tax for the year	9,605	10,539
	Deferred tax for the year	540	423
		10,145	10,962
5	Proposed profit appropriation		
	Reserve for development costs	3,429	1,471
	Proposed dividends for the year	35,000	23,000
	Retained earnings	2,203	17,620
		40,632	42,091

Notes

6 Intangible assets

DKK'000	Completed development projects	Development projects in progress
Cost at 1 January 2022	3,289	2,365
Additions for the year	0	3,700
Transfers for the year	3,545	-3,545
Cost at 31 December 2022	6,834	2,520
Amortisation and impairment losses at 1 January 2022	-1,456	0
Impairment losses for the year	-1,616	0
Amortisation and impairment losses at 31 December 2022	-3,072	0
Carrying amount at 31 December 2022	3,762	2,520

Completed development projects

Completed development projects relate to the development of new software solutions, primarily three integration and access controls. The projects were completed in 2022 and are amortised over three years. The system is used internally and externally.

Eivtures and

7 Property, plant and equipment

DKK'000	fittings, tools and equipment	Leasehold improve-ments
Cost at 1 January 2022	9,427	92
Additions for the year	1,810	0
Cost at 31 December 2022	11,237	92
Disposals for the year	-22	0
Amortisation of goodwill	-22	0
Depreciation and impairment losses at 1 January 2022	-8,710	-6
Depreciation for the year	-631	-46
Depreciation and impairment losses at 31 December 2022	-9,341	-52
Carrying amount at 31 December 2022	1,874	40

8 Investments

DKK'000	Deposits
Cost at 1 January 2022	483
Additions for the year	27
Cost at 31 December 2022	510
Carrying amount at 31 December 2022	510

Notes

9 Prepayments

Prepayments include the accrual of expenses relating to subsequent financial years, including rent, insurance policies and IT subscriptions.

10 Equity

Contributed capital consists of 769,231 shares of a nominal value of TDKK 1 each.

All shares rank equally.

11 Deferred tax

DKK'000	31/12 2022	31/12 2021
Deferred tax at 1 January	-931	-508
Deferred tax adjustments for the year, recognised in the income statement	-540	-423
Deferred tax at 31 December	-1,471	-931

12 Contractual obligations, contingencies, etc.

Contingent liabilities

The Company is jointly taxed with its Parent Company, Enreach Denmark ApS, which acts as management company and has joint and several liabilities together with the other jointly taxed group entities for the payment of income taxes as well as withholding taxes on interest, royalties and dividends.

Operating lease obligations

The Company has entered into operating leases and tenancy agreements at the following amounts.

Buildings: Remaining term of 7 years with an average yearly payment of DKK 993 thousand, totalling DKK 6,950 thousand.

Other: Remaining term of up to 11 months with an average monthly payment of DKK 122 thousand, totalling DKK 225 thousand.

Notes

13 Related party disclosures

During the year, the Company had the following transactions with group entities and the Parent Company;

Control

Enreach Denmark ApS, Copenhagen, Denmark is the principal shareholder.

Enreach Denmark ApS holds the majority of the contributed capital in the Company.

ipnordic is part of the consolidated financial statements of Voip Holding B.V, Verlengde Duinvalleiweg 201, 1361 BR Almere, Holland, which is the smallest and largest group, respectively, in which the Company is included as a subsidiary.

The consolidated financial statements of Voip Holding B.V by contacting the companies at the addresses above.

DKK'000	2022
Group	
Sale of goods to group entities	7,922
Sale of services to group entities	3,016
Purchase of services from group entities	8,664
Parent Company	
Interest received from Parent Company	2,032
Total	21,634

Receivables from group entities are disclosed in the balance sheet.