No Lemon Invest A/S

Nørre Søgade 35, 5, 1370 Copenhagen K

CVR no. 33 95 22 52

Annual report 2023

Approved at the Company's annual general meeting on 10 July 2024

Conductor:

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Lars Blavnsfeldt

Contents

Statement by Management on the annual report

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of No Lemon Invest A/S for the financial year 1 January - 31 December 2023.

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

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2022 and of the results of the Group's and the Parent Company's operations and the consolidated cash flows for the financial year 1 January – 31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Parent Company's operations and financial matters and the results of the Group's and the Parent Company's operations and financial position.

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

Copenhagen, 10 July 2024
Executive Board:

Lars Blavnsfeldt
CEO

Board of Directors:

Mikael Konnerup Chairman	Lars Blavnsfeldt	Andrew Robertson

Independent auditor's report

To the shareholders of No Lemon Invest A/S

Opinion

We have audited the consolidated financial statements and the parent company financial statements of No Lemon Invest A/S for the financial year 1 January – 31 December 2023 which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for both the Group and the Parent Company, and a consolidated cash flow statement. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2023 and of the results of the Group's and the Parent Company's operations as well as the consolidated cash flows for the financial year 1 January – 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 consolidated financial statements and the parent company financial statements" (hereinafter collectively referred to as "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 Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's responsibilities for the financial statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 Group's and the Parent 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 Group or the Parent 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 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.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and 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 Group's and the Parent 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 Group's and the Parent 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 Group and the Parent 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

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.

Odense, 10 July 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Søren Smedegaard Hvid
State Authorised
Public Accountant
MNE no.: mne31450

Emil Overlund
State Authorised
Public Accountant
MNE no.: mne47833

Management's review

Company details

No Lemon Invest A/S
c/o Dansk Ejerkapital
Nørre Søgade 35, 5.
1370 Copenhagen K
Denmark

CVR No.:	33 95 22 52
Established:	16 October 2007
Registered office:	Copenhagen

Board of Directors

Mikael Konnerup, Chairman
Lars Blavnsfeldt
Andrew Robertson

Executive Board

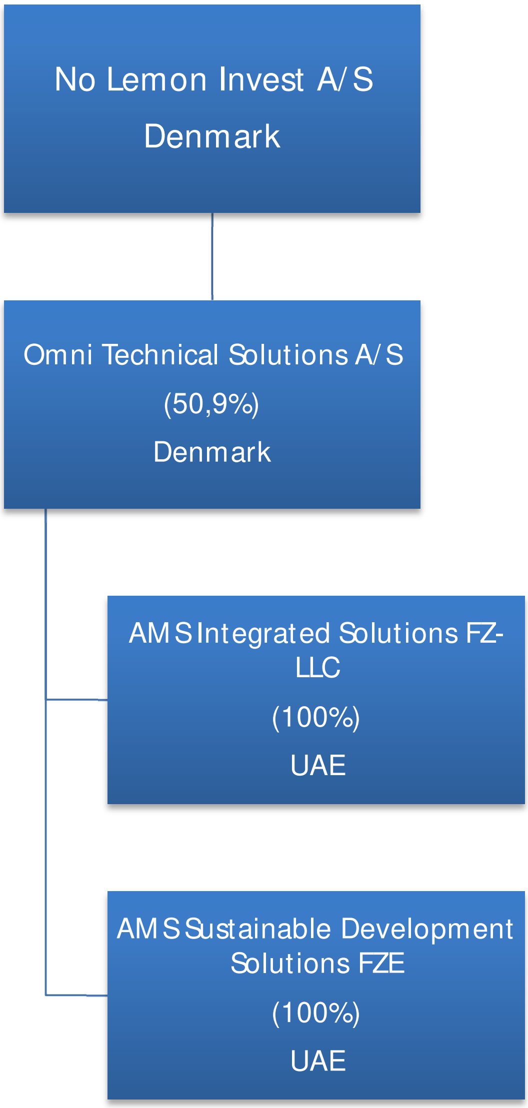
Lars Blavnsfeldt, CEO

Auditors

EY Godkendt Revisionspartnerselskab
Cortex Park Vest 3,
DK-5230 Odense M

Management's review

Group chart



Management's review

Financial highlights for the Group

In USD'000	2023	2022	2021	2020	2019
Key figures					
Revenue	928	16,333	117,714	223,159	203,336
Operating profit	-3,280	-8,811	-6,160	2,764	-574
Profit/loss from net financials	-254	167	41	-399	-316
Profit/loss for the year	1,538	-9,376	-7,692	1,128	820
Non-current assets	0	1,872	2,638	11,289	14,960
Current assets	8,634	26,882	35,523	84,255	73,862
Total assets	8,634	28,754	40,144	95,544	88,822
Equity excl. non-controlling interests	2,371	4,579	9,352	13,269	12,687
Non-current liabilities	0	484	10	24	30
Current liabilities	4,203	20,021	22,509	70,202	64,602
Cash flows from operating activities	1,743	6,287	-7,519	4,755	16,332
Cash flow from investing activities	880	-1,377	-1,229	-1,083	-1,945
Cash flows from financing activities	-5,844	17	13	-6	-2,974
Total cash flows	-3,221	-2,741	-6,438	3,665	11,413
Financial ratios					
Profit margin	-353.4	-53.9	-5.2	1.2	-0.3
Return on investment	1.6	-13.9	-6.1	0.6	0.5
Return on equity	10.5	-68.5	-35.5	4.4	3.3
Solvency ratio	51.3	31.9	43.9	26.5	27.2
Average number of full-time employees	47	183	1,570	3,723	3,513

Financial ratios are calculated in accordance with the recommendations of the Danish Finance Society.

The financial ratios stated under "Financial highlights" have been calculated as follows:

Profit margin $$\frac{\text{Operating profit (EBIT) x 100}}{\text{Revenue}}$$

Return on investment $$\frac{\text{Profit/loss for the year excl. non-controlling interests x 100}}{\text{Average Assets}}$$

Return on equity $$\frac{\text{Profit/loss for the year excl. non-controlling interests x 100}}{\text{Average equity excl. non-controlling interests}}$$

Solvency ratio $$\frac{\text{Equity at year end x 100}}{\text{Total equity and liabilities at year end}}$$

Management's review

Operating review

Principal activity

The business foundation for No Lemon Invest A/S is, through subsidiaries, to offer Integrated Solutions to support Governments, Aid Agencies, and Commercial Organizations across Africa, the Middle East and Europe. The Group's international portfolio provides Maintenance, Repair & Overhaul (MRO), Supply Chain and Integrated Facilities Management services in the world's remote and challenging environments.

Development in activities and financial position

Performance for the year

In 2023, the Group realised revenue of USD 0.9 million from operations in Somalia, South Sudan, Ukraine and Middle East region.

In 2023, operating loss for the year/EBIT in No Lemon Invest amounted to USD -3.3 million against loss of USD -8.8 million in 2022.

During 2022, the Group has discontinued all its operations in Afghanistan and wider Asia region. In 2023, the group has disposed of some of its assets in Africa and Europe, as well as its subsidiaries in UK, Ukraine and USA. The Group has disposed of its shares in joint venture with Bin Hilal Enterprises LLC.

In 2023 the Group has discontinued its joint venture 76 North Group A/S, the company was dissolved. The Group also dissolved its subsidiary in Mali.

Investments

No significant investments were made during 2023.

Outlook

The year is budgeted with a positive operating profit.

The Group continues to actively pursue its claim against its main customer for Afghanistan with the view of securing a compensation for assets lost due to rushed demobilization of the program and its failure to provide guidance on removal of the Group's owned property.

Liquidity and capital resources

At 31 December 2023, the Group’s equity amounted to USD 4.3 million, representing 51.3%of the balance sheet total.

Based on the annual report for 2023, the budget for 2024 and the forecast for the coming years and continued close cooperation with the Group's bank, it is the Management's view that the Group will have sufficient liquidity to finance its activities. The Group targets to completely settle the existing banking facility to the Group’s bank during 2024, and self-finance its main operations in the 2nd half of the year.

Events after the balance sheet date

No events have occurred since the end of the financial year, which, in our opinion, will have a negative impact on the evaluation of the annual report.

Special risks

General risks

The Group is exposed to the political and operational risks that are involved when operating in parts of the world, which are often subject to unrest.

Financial risks

Currency risks

As the Group primarily buys and sells in USD or AED (which is pegged to USD), the above exposure is considered immaterial. Together with the launch of new operations in Europe the Group started to have limited number of transactions dealing in EUR and GBP. The group targets to hedge the currency exposure risk via natural hedging by balancing receivables and payables in same currency.

Credit risks

Credit risk refers the risk arising on account of a default by counterparty on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. Credit exposure is controlled by counterparty limits that are reviewed and approved by the Group annually. The Group uses its own trading records to rate its major customers.

The Group is exposed to credit risk from its operating activities primarily from trade and other receivables, deposits with banks and other financial instruments. An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. The Group does not hold collateral as security.

Environmental & Climate issues

The material risks the company faces regarding environmental and climate issues are its negative impact on the marine life, waste generation and CO2 emissions stemming from our activities.

Our main goals in upcoming year with regards to environmental & climate issues are:

- To improve efficiency in water usage
- To increase the percentage of recycled water
- To foster behavior that reduces the use of water.

We achieve this through upgrades in our water and sanitation facilities as well as increasing awareness and changing behaviors around water usage among staff, clients, and guests.

Many of our operations are in locations without water infrastructure and many are also in arid landscapes. Providing water and maximizing the efficiency of its use is critical to our operations. We used borehole water in locations where there is no mains supply, where necessary borehole water is treated, for example for excess salinity in our Somalia operation. We provided our workforce with clean water for kitchens, laundry, showers and toilets and potable water.

We also used water in construction, for irrigation and for operations such as car washing. We aim to maximize the use of treated grey water for operational requirements, for example the dirty water from our car washing operation in Somalia was processed through a sediment separation tank and cleaned through a threestage osmosis process. The cleaned water was either reused for car washing or is used to irrigate banana plants. We follow strict operating procedures and use only WHO approved chemicals. All sewage water is treated and what is not being recycled, is drained into soakaways, which pose no risk to the environment.

Another initiative taken by the group is Responsible Production and Consumption.

In each of our locations, the Group worked to establish a way to safely dispose, recycle, and minimize the waste we produce. By minimizing the amount of waste we produce, we are reducing costs and more importantly, our carbon footprint.

Our goals are:

- To reduce waste generation.
- To increase the amount of waste composted and recycled.

Typical solutions from across our operations include:

- Donating plastics waste to be recycled into clothing and accessories.
- Procuring food locally to reduce food waste.
- Supporting local organizations with donations of excess food.

Similar initiatives are expected to be implemented in the coming years.

We recognize the importance of maintaining an environmental focus no matter the location. The onus rests on the company to continue to reduce, recycle and reuse. Company operated out of shared coworking spaces to minimize our environmental footprint in US, UAE, Uganda, and Kenya offices.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Income statement

Note	USD'000	Group 2023	Group 2022	Parent 2023	Parent 2022
	Revenue	928	16,333	0	0
	Direct costs	-864	-21,277	0	0
	Gross margin	64	-4,944	0	0
	Sales and distribution costs	-9	-10	0	0
5	Administrative expenses	-3,335	-3,857	-10	-13
	Operating profit/loss	-3,280	-8,811	-10	-13
	Other operating income	953	50	0	0
	Other operating expenses	0	-919	0	0
	Profit/loss before net financials	-2,327	-9,680	-10	-13
	Share of net profit/loss in subsidiaries	0	0	774	-4,771
	Share of net profit/loss in associates	0	98	0	0
2	Financial income	302	392	30	11
3	Financial expenses	-556	-225	-2	0
	Profit/loss before tax	-2,581	-9,415	792	-4,773
4	Tax for the year	-43	-97	0	0
	Profit/loss for the year from discontinued operations	4,162	136	0	0
	Profit/loss for the year	1,538	-9,376	792	-4,773

	Group 2023	Group 2022
Breakdown of the consolidated results of operations:		
Shareholders, No Lemon Invest A/S	792	-7,773
Non-controlling interests	746	-4,603
Proposed dividend, transferred to equity	0	3,000
	1,538	-9,376

Consolidated financial statements and parent company financial statements 1 January – 31 December

Balance sheet

		Group		Parent	
Note	**USD'000**	**2023**	**2022**	**2023**	**2021**
	ASSETS				
	Non-current assets				
5	**Property, plant and equipment**				
	Leasehold improvements	0	343	0	0
	Technical equipment and fixtures	0	77	0	0
	Company cars	0	443	0	0
		0	863	0	0
	Other non-current assets				
6	Equity investments in subsidiaries	0	0	2,121	3,807
7	Equity investments in associates	0	1,009	0	0
		0	1,009	2,121	3,807
	Total non-current assets	0	1,872	2,121	3,807
	Current assets				
	Inventories	0	138	0	0
		0	138	0	0
	Receivables				
8	Receivables from service contracts etc.	3,030	7,118	0	0
	Receivables from subsidiaries and shareholders	0	0	521	0
	Other receivables	3,072	10,730	0	0
9	Prepayments	142	2,249	0	0
		6,244	20,097	521	0
	Cash	2,390	6,647	830	786
	Total current assets	8,634	26,882	1,351	786
	TOTAL ASSETS	8,634	28,754	3,472	4,593

Consolidated financial statements and parent company financial statements 1 January – 31 December

Balance sheet

		Group		Parent	
Note	USD'000	2023	2022	2023	2022
	EQUITY AND LIABILITIES				
	Equity				
	Share capital	384	384	384	384
	Reserve for net revaluation according to the equity method	0	0	0	0
	Treasury shares	0	-108	0	0
	Dividend proposed	0	3,000	0	3,000
	Retained earnings	1,987	1,303	1,987	1,195
	Equity holders' share of equity, No Lemon Invest A/S	2,371	4,579	2,371	4,579
	Non-controlling interests	2,060	3,670	0	0
	Total equity	4,431	8,249	2,371	4,579
	Non-current liabilities				
10	Debt to credit institutions	0	484	0	0
	Total non-current liabilities	0	484	0	0
	Current liabilities				
	Bank debt	1,207	2,243	0	0
	Trade payables	1,049	12,145	0	0
	Payables to subsidiaries and shareholders	1,487	0	1,000	0
11	Income taxes	11	77	0	0
	Prepayments from customers	0	137	0	0
	Other payables	449	5,419	101	14
	Total current liabilities	4,203	20,021	1,101	14
	Total liabilities	4,203	20,505	1,101	14
	TOTAL LIABILITIES	8,634	28,754	3,472	4,593

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Consolidated financial statements and parent company financial statements 1 January – 31 December

Statement of changes in equity

		Group						
Note	**USD'000**	**Share capital**	**Retained earnings**	**Treasury shares**	**Dividend**	**Total**	**Non-controlling interests**	**Total equity**
	Equity at 1 January 2022	384	9,076	-108	0	9,352	8,273	17,625
	Dividend distribution	0	0	0	0	0	0	0
	Transfer, see "Appropriation of profit/loss"	0	-7,773	0	3,000	-4,773	-4,603	-9,376
	Equity at 31 December 2022	384	1,303	-108	3,000	4,579	3,670	8,249
	Dividend distribution	0	0	0	-3,000	-3,000	0	-3,000
	Transfer, see "Appropriation of profit/loss"	0	792	0	0	792	746	1,538
	Transfer	0	-108	108	0	0	0	0
	Received dividend	0	0	0	0	0	-2,356	-2,356
	Equity at 31 December 2023	384	1,987	0	0	2,371	2,060	4,431

Liquidity and capital resources
Based on the Group's budgets for 2024 and forecasts for the following years, positive self-financing from operating activities is expected, primarily via positive operating results.

Based on the annual report for 2023, the budget for 2024 and the forecast for the coming years and continued close cooperation with the Group's bank, it is Management's view that the Group will have sufficient credit facilities.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Statement of changes in equity

		Parent				
Note	**USD'000**	**Share capital**	**Net revaluation acc. to the equity method**	**Proposed dividend**	**Retained earnings**	**Total**
	Equity at 1 January 2022	384	0	0	8,968	9,352
	Dividend distribution	0	0	0	0	
16	Transfer, see "Appropriation of profit/loss"	0	0	3,000	-7,773	-4,773
	Additions	0	0	0	0	0
	Equity at 31 December 2022	384	0	3,000	1,195	4,579
	Dividend distribution	0	0	-3,000	0	-3,000
16	Transfer, see "Appropriation of profit/loss"	0	0	0	792	792
	Additions	0	0	0	0	0
	Equity at 31 December 2023	384	0	0	1,987	2,371

The share capital comprises 2,127,043 shares of a nominal amount of DKK 1. No shares carry special rights.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Cash flow statement

Note	USD'000	Group 2023	Group 2022
	Cash flows from operating activities		
	Profit before tax	-2,581	-9,415
	Adjustment	318	0
	Profit/loss for the year from discontinued operations	4,162	136
	Depreciation/amortisation for the year	192	640
	Loss on disposal of property and equipment	-68	1,068
	Property and equipment written off	261	0
	Impairment	606	0
	Paid taxes	-109	-97
	Funds generated from operations	**2,781**	**-7,668**
	Change in inventory	138	3,319
	Change in receivables, prepayments	13,851	686
	Change in receivables from and payables to subsidiaries and shareholders	1.646	-102
	Change in trade payables	-11,753	-409
	Change in other payables, prepayments/deferred income, etc.	-4,920	2,793
	Cash flows from operating activities	**1,743**	**6,287**
	Investing activities		
	Net value of purchase and sale of non-current assets	-72	-13
	Proceeds from disposal of property of plant and equipment	550	0
	Investment in associates	-125	-1,364
	Proceeds from disposal of JV	527	0
	Cash flows from investing activities	**880**	**-1,377**
	Financing activities		
	Dividends paid	-3,000	0
	Non-current liabilities	-2,360	17
	Net Cashflow attributed to financing activities from discontinuing operations	-484	0
	Cash flows from financing activities	**-5,844**	**17**
	Change in net cash funds for the year	**-3,221**	**-2,741**
	Cash and cash equivalents, beginning of year	4,404	7,145
	Change in net cash funds	-3,221	-2,741
	Cash and cash equivalents, year-end	**1,183**	**4,404**

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 **Accounting policies**

The annual report of No Lemon Invest A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

The Company operates with USD as its operational functional currency as the subsidiary presents its annual report in USD. Accordingly, this annual report has been presented in USD.

The DKK/USD exchange rate applied was 6.7447 at 31 December 2023 and 6.9722 at 1 January 2023.

The financial statements have been prepared in accordance with the same accounting policies as last year.

Consolidated financial statements

Control

The consolidated financial statements comprise the Parent Company No Lemon Invest A/S and subsidiaries controlled by No Lemon Invest A/S.

Control means the power to exercise decisive influence over a subsidiary's financial and operating decisions. Moreover, the possibility of yielding a return from the investment is required.

In assessing if the Parent Company controls an entity, de facto control is taken into consideration as well.

The existence of potential voting rights which may currently be exercised or converted into additional voting rights is considered when assessing if an entity may become empowered to exercise decisive influence over another entity's financial and operating decisions.

Significant influence

Entities over whose financial and operating decisions the group exercises significant influence are classified as associates. Significant influence is assumed to exist if the Parent Company directly or indirectly holds or controls 20%or more of the voting power of the investee but does not control the investee.

The existence of potential voting rights which may currently be exercised or converted into voting rights is considered when assessing if significant influence exists.

Joint arrangements

Joint arrangements are activities or entities of which the group and one or more other parties have joint control based on cooperation agreements. Joint control implies that decisions on relevant activities require unanimous consent among the parties jointly controlling the arrangement.

Jointly controlled arrangements are classified either as joint operations or joint ventures. Joint operations are activities where the participants have direct rights over assets and are subject to direct liability, whereas joint ventures are activities where the participants solely have rights over the net assets.

The Management's review includes a group chart.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Preparation of consolidated financial statements

The consolidated financial statements have been prepared as a consolidation of the Parent Company's and the individual subsidiaries' financial statements, which are prepared according to the Group's accounting policies. On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains on intra-group transactions are eliminated. Unrealised gains on transactions with associates are eliminated in proportion to the Group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains unless they do not reflect impairment.

In the consolidated financial statements, the items of subsidiaries are recognised in full. Non-controlling interests' share of the profit/loss for the year and of the equity of subsidiaries which are not wholly owned are included in the Group's profit/loss and equity but are disclosed separately.

Acquisitions and disposals of non-controlling interests which are still controlled are recognised directly in equity as a transaction between shareholders.

Equity investments in associates and joint ventures are recognised in the consolidated financial statements using the equity method.

The Group’s activities in joint operations are recognised in the consolidated financial statements on a line-by-line basis.

Business combinations

Recently acquired entities are recognised in the consolidated financial statements from the date of acquisition. Entities sold or otherwise disposed of are recognised up to the date of disposal. Comparative figures are not restated to reflect newly acquired entities.

The date of acquisition is the date when the Group actually obtains control of the acquiree.

The purchase method is applied to acquisitions of new businesses over which the Group obtains control. The acquired businesses' identifiable assets, liabilities and contingent liabilities are measured at fair value at the acquisition date. Identifiable intangible assets are recognised if they are separable or arise from a contractual right. Deferred tax related to the revaluations is recognised.

Positive differences (goodwill) between, on the one hand, the consideration for the acquiree, the value of non-controlling interests in the acquired entity and the fair value of any previously acquired equity investments and, on the other hand, the fair value of the assets, liabilities and contingent liabilities acquired are recognised as goodwill under "Intangible assets". Goodwill is amortised on a straight-line basis in the income statement based on an individual assessment of the economic life of the asset.

Negative differences (negative goodwill) are recognised in the income statement at the date of acquisition.

Upon acquisition, goodwill is allocated to the cash-generating units, which subsequently form the basis for impairment testing. Goodwill and fair value adjustments in connection with the acquisition of a foreign entity with a functional currency different from the presentation currency used in the consolidated financial statements are accounted for as assets and liabilities belonging to the foreign entity and are, on initial recognition, translated into the foreign entity's functional currency using the exchange rate at the transaction date.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

The consideration paid for an entity consists of the fair value of the agreed consideration in the form of assets transferred, liabilities assumed, and equity instruments issued. If part of the consideration is contingent on future events or compliance with agreed terms, such part of the consideration is recognised at fair value at the date of acquisition. Subsequent adjustments of contingent considerations are recognised in the income statement.

Expenses incurred to acquire entities are recognised in the income statement in the year in which they are incurred.

Where, at the date of acquisition, the identification or measurement of acquired assets, liabilities, contingent liabilities or the determination of the consideration is associated with uncertainty, initial recognition will take place on the basis of provisional values. If it turns out subsequently that the identification or measurement of the purchase consideration, acquired assets, liabilities or contingent liabilities was incorrect on initial recognition, the statement will be adjusted retrospectively, including goodwill, until 12 months after the acquisition, and comparative figures will be restated. Hereafter, any adjustments are recognised as misstatements.

Gains or losses from divestment or winding-up of subsidiaries which imply that control is no longer maintained are calculated as the difference between, on the one hand, the selling price less selling expenses and, on the other hand, the proportionate share of the carrying amount of net assets. If the entity still holds equity investments in the divested entity, the remaining proportionate share of the carrying amount forms the basis for the measurement of equity investments in associates or securities and equity investments.

Non-controlling interests

On initial recognition, non-controlling interests are measured at the fair value of the non-controlling interests' ownership share or at the non-controlling interests' proportionate share of the fair value of the acquired entity's identifiable assets, liabilities and contingent liabilities.

In the former scenario, goodwill relating to the non-controlling interests' share in the acquired entity is thus recognised, while, in the latter scenario, goodwill relating to the non-controlling interests' share is not recognised. Measurement of non-controlling interests is chosen on a transaction-by-transaction basis.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rate at the transaction date and the rate at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at closing rates. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Foreign subsidiaries and associates are considered separate entities. Items in such entities' income statements are translated at average exchange rates for the month, and balance sheet items are translated at closing rates. Foreign exchange differences arising on translation of the opening equity of foreign entities to closing rates and on translation of the income statements from average exchange rates to closing rates are taken directly to equity.

Foreign exchange adjustments of balances with separate foreign subsidiaries which are considered part of the total investment in the subsidiary are taken directly to equity. Foreign exchange gains and losses on loans and derivative financial instruments designated as hedges of foreign subsidiaries are also recognised directly in equity.

On recognition of foreign subsidiaries which are integral entities, monetary items are translated at closing rates. Non-monetary items are translated at the exchange rates at the acquisition date or at the date of any subsequent revaluation or impairment of the asset. Income statement items are translated at the exchange rates at the transaction date, although items derived from non-monetary items are translated at the historical exchange rates applying to the non-monetary items.

Income statement

Revenue

Income from the sale of spare parts is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

Income from the sale of services, which include service contracts is recognised on a straight-line basis as the services are rendered.

Revenue is measured at fair value of the agreed consideration exclusive of VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Direct costs

Direct costs comprise costs, including salaries, incurred in generating the year's revenue. Such costs include direct and indirect costs related to raw materials and consumables, wages and salaries, rent and leases.

Sales and distribution costs

Sales and distribution costs comprise costs related to the distribution of goods sold in the year and to sales campaigns, etc. carried out in the year, including costs related to sales staff, advertising, and exhibitions.

Administrative expenses

Administrative expenses comprise costs incurred in the year to manage and administer the Company, including expenses related to administrative staff, management, office premises, office expenses and amortisation/depreciation.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Other operating expenses

Other operating expenses comprise items secondary to the entities' activities, including losses on disposal of intangible assets and items of property, plant and equipment.

Profit/loss from equity investments in subsidiaries and associates

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries and associates are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries. One proportionate elimination of intra-group gains/losses is made for equity investments in associates.

Shares of profit/loss after tax in associates are recognised in the consolidated income statement after elimination of a proportionate share of unrealised intra-group gains/losses. Consolidated financial statements and parent company financial statements 1 January – 31 December

Financial income and expenses

Financial income and expenses comprise interest income and expenses, gains and losses on securities, 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 for the year

The Parent Company is subject to the Danish rules on mandatory joint taxation of the Group's Danish subsidiaries. Subsidiaries are included in the joint taxation arrangement from the date when they are included in the consolidated financial statements and up to the date when they are no longer consolidated.

The Parent Company acts as management company for the joint taxation arrangement and consequently settles all corporate income tax payments with the tax authorities.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

The tax expense for the year, which comprises the year's current tax charge, joint taxation contributions and changes in the deferred tax charge – including changes arising from changes in tax rates – is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Leasehold improvements, hire equipment, technical equipment and machines as well as fixtures and fittings 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 when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers, and wages and salaries.

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.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets. The expected useful lives are as follows:

Leasehold improvements	4 years
Technical equipment and fixtures	3-4 years
Company cars	4 years

The basis of depreciation is based on the residual value of the asset at the end of its useful life and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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

Depreciation is recognised in the income statement as administrative costs.

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

Equity investments in subsidiaries and associates

Equity investments in subsidiaries and associates are measured according to the equity method in the parent company financial statements. Equity investments in associates are also measured according to the equity method in the consolidated financial statements.

On initial recognition, equity investments in subsidiaries and associates are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding the consolidated financial statements above.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies in the consolidated financial statements. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in subsidiaries and associates measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Impairment of non-current assets

The carrying amount of intangible assets, property, plant and equipment and equity investments in subsidiaries and associates is tested annually for impairment.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. Assets are written down to the lower of the carrying amount and the 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 net 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.

Inventories

Inventories comprise goods for resale. Inventories are measured at cost, comprising the basic purchase price of the goods with the addition of cost directly related to the acquisition. Inventories are measured at cost in accordance with the weighted average cost method.

Where the net realisable value is lower than cost, inventories are written down to this lower value.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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.

Receivables in respect of which there is no objective evidence of individual impairment are assessed for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the country of domicile and credit ratings of the debtors in accordance with the Group's credit risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the net 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.

Prepayments

Prepayments recognised under "Current assets" comprise expenses incurred concerning subsequent financial years.

Equity

Reserve for net revaluation according to the equity method

Net revaluation of equity investments in subsidiaries and associates is recognised at cost in the reserve for net revaluation according to the equity method.

The reserve can be eliminated in case of losses, realisation of equity investments or a change in accounting estimates.

The reserve cannot be recognised at a negative amount.

Dividend

Dividend proposed for the year is recognised as a liability at the date when it is adopted at the general meeting (declaration date). Dividend expected to be distributed for the year is disclosed as a separate item under equity.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Income tax and deferred tax

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

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Income tax receivable" or "Income tax payable".

Deferred tax is measured using the balance sheet 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 or on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting neither the profit/loss for the year nor the 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 assets, including the tax base of tax loss carry-forwards, 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 and jurisdiction.

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

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.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of entities is shown separately in cash flows from investing activities. Cash flows from corporate acquisitions are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of entities are recognised up until the date of disposal.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, changes in working capital and income taxes paid.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities, activities and intangible assets, property, plant and equipment and financial assets.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt, and payment of dividend to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less which are subject to only minor risks of changes in value.

Segment information

Segment information is excluded for competitive reasons.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

		Group		Parent	
	USD'000	2023	2022	2023	2022
2	**Financial income**				
	Interest income from subsidiaries	87	305	0	0
	Other interest income	215	87	30	11
		302	392	30	11
3	**Financial expenses**				
	Interest expenses, subsidiaries	0	0	0	0
	Other interest expenses	138	225	0	0
	Other financial expenses	418	0	2	0
		556	225	2	0
4	**Tax for the year**				
	Current tax charge for the year	43	97	0	0
	Adjustment of the deferred tax charge for the year	0	0	0	0
		43	97	0	0

Consolidated financial statements and parent company financial statements 1 January – 31 December

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5 Property, plant and equipment

USD'000	Group: Leasehold improve-ments	Group: Technical equipment and fixtures	Group: Company cars (technical equipment)	Group: Total
Cost at 1 January 2023	2,664	2,877	3,240	8,781
Additions	0	1	72	73
Disposals	-2,664	-2,878	-3,312	-8,854
Carved Out	0	0	0	0
Cost at 31 December 2023	0	0	0	0
Depreciation and impairment losses at 1 January 2023	2,321	2,801	2,797	7,919
Depreciation	1	17	174	192
Depreciation on disposals for the year	-2,322	-2,818	-2,971	-8,111
Carved out	0	0	0	0
Depreciation and impairment losses at 31 December 2023	0	0	0	0
Carrying amount at 31 December 2023	0	0	0	0
Depreciated over	4 years	3-4 years	2-4 years	

Amortisation for the year are allocated in the income statement as follows:

Administrative expenses	1	17	174

USD'000	Parent 2023	Parent 2022
6 Equity investments in subsidiaries		
Cost at 1 January	20,475	20,475
Disposals derived from merger	0	0
Additions	0	0
Cost at 31 December	20,475	20,475
Value adjustments at 1 January	-16,668	-11,897
Disposals derived from merger	0	0
Dividend distribution	-2,460	0
Profit/loss for the year	774	-4,771
Value adjustments at 31 December	-18,354	-16,668
Carrying amount at 31 December	2,121	3,807

Name and registered office	Voting rights and ownership	Profit/loss USD'000	Equity USD'000
Omni Technical Solutions A/S, Copenhagen	50,9%	1,520	4,196

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

USD'000	Group 2023	Group 2023	Parent 2023	Parent 2022
7 Equity investments in associates				
Cost at 1 January	1,113	24	0	0
Additions	125	1,089	0	0
Cost at 31 December	1,238	1,113	0	0
Value adjustments at 1 January	-104	902	0	0
Prior period adjustment	-44	-791	0	0
Dividends	-528	-313	0	0
Profit/loss for the year	0	98	0	0
Impairment	-562	0	0	0
Value adjustments at 31 December	-1,238	-104	0	0
Carrying amount at 31 December	0	1,009	0	0

Name and registered office	Voting rights and ownership	Profit/loss USD'000	Equity USD'000
Automotive Maintenance Solutions SARL	49 %	0	0

8 Receivables from service contracts and other receivables etc.

Receivables from service contracts and other receivables consists of receivables from service contracts, accrued employee costs and accrued income.

9 Prepayments

Prepayments comprise payments in advance for rent of operating facility, offices, insurance, etc.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

USD'000	Group 2023	Group 2022	Parent 2023	Parent 2022
10 Debt to credit institutions				
Analysis of liabilities:				
Credit institutions				
Long-term	0	484	0	0
Short-term	0	0	0	0
	0	484	0	0
Total liabilities	0	484	0	0
The liabilities are recognised in the balance sheet as follows:				
Non-current liabilities	0	484	0	0
Current liabilities	0	0	0	0
	0	484	0	0
11 Income taxes payable				
Income taxes payable at 1 January	77	28	0	0
Current tax charge for the year, including jointly taxed subsidiaries	43	97	0	0
Income taxes paid during the year	-109	-48	0	0
Corporation tax deferred	0	0	0	0
Income taxes payable at 31 December	11	77	0	0
12 Staff costs and incentive plans				
Wages and salaries	1,095	1,862	0	0
Pensions	0	0	0	0
Other social security costs	26	-84	0	0
Other staff costs	106	50	0	0
	1,228	1,828	0	0
Remuneration to the Board of Directors and the Executive Board	47	40	0	0
Average number of full-time employees	47	183	0	0

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes

13 Contractual obligations and contingencies, etc.

The Group has provided bank guarantees to customers and suppliers at a total value of USD 117 thousand.

At the balance sheet date, the Group's noncancelable rent payments amounted to USD 425 thousand.

14 Related parties

Section 98c(7) of the Danish Financial Statements Act is applied regarding related party transactions.

		Parent	
	USD'000	**2023**	**2022**
15	**Appropriation of profit/loss**		
	Recommended appropriation of profit/loss		
	Dividend proposed for the year	0	3,000
	Transferred to next year	792	-7,773
		792	-4,773

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Mikael Konnerup
Chairman
På vegne af: No Lemon Invest A/S
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IP: 176.22.xxx.xxx
2024-07-10 14:46:10 UTC

Lars Blavnsfeldt
Board Member
På vegne af: No Lemon Invest A/S
Serienummer: 4f208447-2625-4064-bcfc-7aec1e018786
IP: 80.167.xxx.xxx
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Lars Blavnsfeldt
Conductor
På vegne af: No Lemon Invest A/S
Serienummer: 4f208447-2625-4064-bcfc-7aec1e018786
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Lars Blavnsfeldt
CEO
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Serienummer: 4f208447-2625-4064-bcfc-7aec1e018786
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Emil Overlund
EY Godkendt Revisionspartnerselskab CVR: 30700228
Statsaut. revisor
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Serienummer: 4c786f59-b82b-4795-aebe-f336a01b4e94
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