# Deloitte.

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# Infuser ApS

Ole Maaløes Vej 5 2200 Copenhagen N Central Business Registration No 34091978

# Annual report 2017

The Annual General Meeting adopted the annual report on 07.06.2018

**Chairman of the General Meeting** 

Name: Lars Nygaard Jepsen

# Contents

	<u>Page</u>
Entity details	1
Statement by Management on the annual report	2
Independent auditor's report	3
Management commentary	4
Income statement for 2017	4
Balance sheet at 31.12.2017	4
Statement of changes in equity for 2017	4
Notes	4
Accounting policies	4

# **Entity details**

#### Entity

Infuser ApS Ole Maaløes Vej 5 2200 Copenhagen N

Central Business Registration No: 34091978 Registered in: Copenhagen Financial year: 01.01.2017 - 31.12.2017

#### **Board of Directors**

Lars Nygaard Jepsen Finn Mogensen Oh Kim Sun Antonio Jose Mugica Rivero Matthew Stanley Johnson

#### **Executive Board**

Lars Nannerup, CEO Lars Nygaard Jepsen

#### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 Postboks 1600 0900 København C

### Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Infuser ApS for the financial year 01.01.2017 - 31.12.2017.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 07.06.2018

#### **Executive Board**

Lars Nannerup CEO Lars Nygaard Jepsen

**Board of Directors** 

Lars Nygaard Jepsen	Finn Mogensen	Oh Kim Sun
Antonio Jose Mugica Rivero	Matthew Stanley Johnson	

### Independent auditor's report

#### To the shareholders of Infuser ApS Opinion

We have audited the financial statements of Infuser ApS for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 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 financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Material uncertainty related to going concern

As no agreement regarding further equity financing of Infuser ApS has currently been finalized, there is uncertainty related to the company's ability to continue as a going concern. Management is positive about receiving the necessary financing and has prepared the annual report in accordance with the going concern assumption. For further description, reference is made to note 1. Our audit opinion has not been qualified as a result of above.

#### Management's responsibilities for the financial statements

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exits. Misstatements can arise from fraud or error and are considered material if,

# Independent auditor's report

individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to
  fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a
  material misstatement resulting from fraud is higher than for one resulting from error, as fraud may
  involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity'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 Entity'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
  Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with

# Independent auditor's report

the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Copenhagen, 07.06.2018

#### Deloitte

Statsautoriseret Revisionspartnerselskab Central Business Registration No: 33963556

Henrik Wolff Mikkelsen State Authorised Public Accountant Identification number (MNE) mne33747

### Management commentary

#### **Primary activities**

The company's main activities is to develop, manufacture, promote and sell environmental friendly air purification technologies.

#### **Development in activities and finances**

The profit after taxes for the year are DKK 1,062k. Last year's loss was DKK (22,862)k. The total assets are DKK 29,225k. and the equity is DKK (4.247)k.

The financial year has been positively affected by DKK 8.000k, related to a group internal sale of IP-rights.

Management is aware of the company's financial situation and expects to restructure the equity by capital injections from excisting and new investors.

As part of a group restructurering of the Infuser Group, some activity and net assets of Infuser ApS has been transferred to other group entities, Domisphere ApS, Infuser IP ApS and Sterisafe ApS. In addition to this, Infuser Holding ApS has been incorporated. The restructuring has reduced the equity in Infuser ApS by DKK 12.6 million. Reference is made to the statement of changes in equity for 2017 on page 10.

#### Events after the balance sheet date

Infuser Group management has after year-end had dialogue with potential new investors. Management expects that the Infuser Group will receive a significant capital injection after year-end which will also ensure the capital structure of Infuser ApS and secure the company's cash flow needs for the remainder of 2018.

Apart from above, no events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

# **Income statement for 2017**

		2017	2016
	Notes	DKK	DKK'000
Gross profit/loss		12.927.749	(10.525)
Staff costs	3	(7.424.360)	(8.638)
Depreciation, amortisation and impairment losses	4	(2.066.801)	(2.902)
Operating profit/loss		3.436.588	(22.065)
Other financial income	5	10.926	1
Other financial expenses	6	(2.385.914)	(2.078)
Profit/loss before tax		1.061.600	(24.142)
Tax on profit/loss for the year	7	0	1.280
Profit/loss for the year		1.061.600	(22.862)
Proposed distribution of profit/loss			
Extraordinary dividend distributed in the financial year		12.596.418	0
Retained earnings		(11.534.818)	(22.862)
		1.061.600	(22.862)

# Balance sheet at 31.12.2017

		2017	2016
	Notes	DKK	DKK'000
Completed development projects		5.075.016	5.438
Acquired patents		137.834	33
Development projects in progress		1.026.463	3.766
Intangible assets	8	6.239.313	9.237
Other fixtures and fittings, tools and equipment		4.538.004	5.787
Property, plant and equipment	9	4.538.004	5.787
	-		
Investments in group enterprises		9.567.520	12.192
Deposits		290.715	234
Fixed asset investments	10	9.858.235	12.426
Fixed assets	-	20.635.552	27.450
Work in progress	_	2.557.218	2.229
Inventories	-	2.557.218	2.229
Trade receivables		3.253.267	224
Contract work in progress		0	742
Receivables from group enterprises		201.658	767
Other receivables		339.950	528
Income tax receivable		638.969	1.880
Prepayments	-	112.457	744
Receivables	-	4.546.301	4.885
Cash	-	1.485.761	4.421
Current assets	-	8.589.280	11.535
Assets		20 224 022	20.005
	-	29.224.832	38.985

# Balance sheet at 31.12.2017

	Notes	2017 DKK	2016 DKK'000
Contributed capital		3.061.393	2.917
Reserve for development expenditure		4.576.099	1.669
Retained earnings		(11.884.652)	2.107
Equity		(4.247.160)	6.693
Other payables		14.761.810	19.361
Non-current liabilities other than provisions	11	14.761.810	19.361
Current portion of long-term liabilities other than provisions	11	9.175.470	7.032
Bank loans		360.555	0
Trade payables		3.690.329	4.371
Payables to group enterprises		2.701.419	41
Other payables		2.596.159	1.487
Deferred income		186.250	0
Current liabilities other than provisions		18.710.182	12.931
Liabilities other than provisions		33.471.992	32.292
Equity and liabilities		29.224.832	38.985
Going concern	1		
Unusual circumstances	2		
Unrecognised rental and lease commitments	12		
Contingent assets	13		
Contingent liabilities	14		
Mortgages and securities	15		

# Statement of changes in equity for 2017

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Proposed extraordinary dividend DKK
Equity beginning of year	2.917.459	1.669.049	2.106.555	0
Increase of capital	143.934	0	1.718.551	0
Extraordinary dividend paid	0	0	0	(12.596.418)
Other equity postings	0	0	(1.267.890)	0
Transfer to reserves	0	2.907.050	(2.907.050)	0
Profit/loss for the year	0	0	(11.534.818)	12.596.418
Equity end of year	3.061.393	4.576.099	(11.884.652)	0

	Total DKK
Equity beginning of year	6.693.063
Increase of capital	1.862.485
Extraordinary dividend paid	(12.596.418)
Other equity postings	(1.267.890)
Transfer to reserves	0
Profit/loss for the year	1.061.600
Equity end of year	(4.247.160)

#### 1. Going concern

The Management is aware of the company's capital ressources. The company has after year-end had dialogue with potential investors which Management expects will ensure a significant capital injection and the cash flow needs for 2018. As no agreement regarding further equity financing of Infuser ApS has currently been finalized, there is uncertainty related to the company's ability to continue as a going concern. Management is confident that the necessary financing will be obtained and has therefore prepared the Annual report in accordance with the going concern assumption.

#### 2. Unusual circumstances

As mentioned in the Management commentary section, the company has sold their IP-rights for one of the company's main product segments, which has had a positive impact on the company's profit with an amount of DKK 8,000k of the year 2017.

	2017	2016
	DKK	DKK'000
3. Staff costs		
Wages and salaries	9.767.455	8.369
Pension costs	39.032	0
Other social security costs	226.583	104
Other staff costs	81.412	165
Staff costs classified as assets	(2.690.122)	0
	7.424.360	8.638
Average number of employees	16	15_

	2017	2016
	DKK	DKK'000
4. Depreciation, amortisation and impairment losses		
Amortisation of intangible assets	596.720	1.429
Impairment losses on intangible assets	0	98
Depreciation of property, plant and equipment	1.470.081	1.348
Profit/loss from sale of intangible assets and property, plant and equipment	0	27
	2.066.801	2.902

	2017	2016
	DKK	DKK'000
5. Other financial income		
Financial income arising from group enterprises	3.036	0
Interest income	7.890	0
Exchange rate adjustments	0	1
	10.926	1
	2017	2016
	DKK	DKK'000
6. Other financial expenses		
Financial expenses from group enterprises	17.711	0
Interest expenses	2.303.426	1.955
Exchange rate adjustments	64.777	123
	2.385.914	2.078
	2017	2016
	DKK	DKK'000
7. Tax on profit/loss for the year		
Tax on current year taxable income	0	(699)
Adjustment concerning previous years	0	(581)
	0	(1.280)

	Completed develop- ment projects DKK	Acquired patents DKK	Develop- ment projects in progress DKK
8. Intangible assets			
Cost beginning of year	7.142.597	33.234	3.766.449
Additions	5.776.563	104.600	1.026.463
Disposals	(7.002.079)	0	(3.766.449)
Cost end of year	5.917.081	137.834	1.026.463
Amortisation and impairment losses beginning of year	(1.704.603)	0	0
Amortisation for the year	(596.720)	0	0
Reversal regarding disposals	1.459.258	0	0
Amortisation and impairment losses end of year	(842.065)	0	0
Carrying amount end of year	5.075.016	137.834	1.026.463

#### **Development projects in progress**

Development projects in progress consist of project relating to new products that the company is developing within the air pollution industry. The capitalized development costs consists of material costs and direct staff costs etc., which is handled and recorded in the company's internal project module.

The value of Development projects in progress are at 31 December 2017 1.026 t.DKK. The development projects are expected to be finalized during 2018.

The developments projects are expected to grant competitive advantages when they are finalized.

	Other fixtures and fittings, tools and equipment
	DKK_
9. Property, plant and equipment	
Cost beginning of year	7.548.949
Additions	221.048
Cost end of year	7.769.997
Depreciation and impairment losses beginning of the year	(1.761.912)
Depreciation for the year	(1.470.081)
Depreciation and impairment losses end of the year	(3.231.993)

### Carrying amount end of year

	Investments	
	in group	
	enterprises	Deposits
	DKK	DKK
10. Fixed asset investments		
Cost beginning of year	12.192.399	233.994
Additions	0	56.721
Disposals	(2.624.879)	0
Cost end of year	9.567.520	290.715
Carrying amount end of year	9.567.520	290.715

	Instalments within 12 months 2017	Instalments within 12 months 2016	Instalments beyond 12 months 2017
11 Liphiliting other than provisions	DKK	DKK'000	DKK
11. Liabilities other than provisions			
Other payables	9.175.470	7.032	14.761.810
	9.175.470	7.032	14.761.810

All long term debt is due within 5 years.

4.538.004

	2017	2016
	DKK	DKK'000
12. Unrecognised rental and lease commitments		
Hereof liabilities under rental or lease agreements until maturity in total	717.236	717

#### 13. Contingent assets

The company has unused tax losses worth DKK 8,265k from before joining the joint taxation.

#### 14. Contingent liabilities

The Company participates in a Danish joint taxation arrangement in which Infuser Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable from 1 July 2012 for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

#### 15. Mortgages and securities

Total shares in group entreprises worth DKK 9,567,520 is provided as security for other liabilities.

Loan is secured with company charge. The security includes other fixtures and fittings, tools and equipment, intangible assets, inventories and trade recievables.

The company has provided customs duty guarantee for SEK 500,000.

#### **Reporting class**

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied for these financial statements are consistent with those applied last year.

#### **Recognition and measurement**

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

#### Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

#### **Income statement**

#### Gross profit or loss

Gross profit or loss comprises revenue, other operating income, cost of raw materials and consumables and external expenses.

#### Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

#### Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

#### Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary write-downs of the relevant inventories.

#### Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc.

#### Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

#### Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

#### Other financial income

Other financial income comprises interest income as well as tax relief under the Danish Tax Prepayment Scheme etc.

#### Other financial expenses

Other financial expenses comprise interest expenses as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

#### Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

#### **Balance sheet**

#### Intellectual property rights etc

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights, patents and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using the estimated useful lives of the assets. The amortisation period is 5 years. Development projects are written down to the lower of recoverable amount and carrying amount.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement, but over no more than 20 years.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

#### Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment

3-8 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

#### Investments in group enterprises

Investments in group enterprises are measured at cost and are written down to the lower of recoverable amount and carrying amount.

#### Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

#### Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

#### **Contract work in progress**

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

#### Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

#### Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

#### Cash

Cash comprises cash in hand and bank deposits.

#### **Operating leases**

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

#### **Other financial liabilities**

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

#### **Deferred income**

Deferred income comprises received income for recognition in subsequent financial years. Deferred income is measured at cost.