

MOTORCARE SERVICES HOLDING A/S
C/O KJAER GROUP A/S, Grønnemosevej 6
DK-5700 Svendborg
CVR-no. 34 60 08 80

Annual Report
1 JANUARY - 31 DECEMBER 2021

Presented and adopted at the general meeting

Svendborg 27 May 2022

Chairman

Mads Kjaer

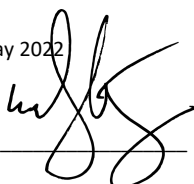


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The Board of Directors and the Executive Management have today considered and approved the annual report of MOTORCARE SERVICES HOLDING A/S for the financial year 1 January to 31 December 2021.

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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021.

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

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

Svendborg, 29 April 2022

Management

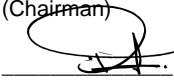


Richard Valentin Nijhout

Board of directors



Mads Kjær
(Chairman)



Richard Valentin Nijhout



Flemming Eltang

To the Shareholder of MOTORCARE SERVICES HOLDING A/S**Opinion**

We have audited the Financial Statements of MOTORCARE SERVICES HOLDING A/S for the financial year 1 January - 31 December 2021, which comprise income statement, Balance Sheet, statement of changes in equity, cash flows, notes and 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 assets, liabilities and financial position of the Company at 31 December 2021 and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2021 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 (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's Responsibilities for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance 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 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 these Financial Statements.

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 Management's Review

Management is responsible for Management Commentary.

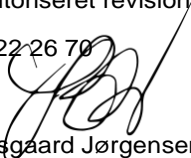
Our opinion on the Financial Statements does not cover Management Commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read Management Commentary and, in doing so, consider whether Management Commentary 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 Management Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that 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 Management Commentary.

Svendborg, 29 April 2022
BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70


Jesper Bechsgaard Jørgensen
State Authorised Public Accountant
MNE no. mne31412

Main activity

The company's activity is investment in automotive services companies in developing countries.

Development in activities and finances

Motorcare Services Holding A/S owns shares in Motorcare Services Lda., Mozambique.

The Covid19 pandemic had adverse impacts on the automotive market in Mozambique together with the devaluation of the local currency. However, despite a difficult market situation Motorcare Services Lda., Mozambique has delivered a profit for the year.

In 2021 Motorcare Service Holding realised a profit after tax of DKK 266 thousand. Given the development of the Mozambican automotive market in general the result is considered satisfactory.

Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the company's financial position.

Future expectations

The development in the oil and gas sector in both Mozambique and Uganda will have a positive impact on 2022 together with market recovery after COVID-19 pandemic. We therefore see a higher positive result than in 2021.

Profit and loss account 1st January - 31st December 2021**5**

DKK 1,000

Note		Year 2021	Year 2020	
	Other external expenses	<u>-34</u>	<u>-39</u>	
	Gross contribution	<u>-34</u>	<u>-39</u>	
	Earnings before interest and tax	EBIT	-34	-39
	Result of equity investments in group and associates	243	208	
2	Financial income	165	274	
	Financial expenses	<u>-101</u>	<u>0</u>	
	Earnings before tax	EBT	273	443
3	Tax on current years profit	<u>-7</u>	<u>-52</u>	
	EARNINGS AFTER TAX	EAT	<u><u>266</u></u>	<u><u>391</u></u>

DKK 1,000

Note

	Year 2021	Year 2020
Assets		
Equity investments in associated enterprises	20.195	17.438
4 Fixed assets investments	20.195	17.438
Receivables on group companies	4.031	4.007
Deferred tax assets	14	20
Joint tax contribution receivable	7	0
Receivable	4.053	4.027
Liquid funds	0	3
Total current assets	4.053	4.030
TOTAL ASSETS	24.248	21.468

Note

	Year 2021	Year 2020
Liabilities		
Share capital	35.189	35.189
Currency translation reserve	1.249	-1.265
Result carried forward	-12.215	-12.481
Total equity	24.223	21.443
Other accounts payable	25	25
Total current liabilities	25	25
Liabilities	25	25
TOTAL EQUITY AND LIABILITIES	24.248	21.468

- 5 Contingent liabilities
- 6 Related parties
- 7 Significant events after the end of the financial year
- 8 Consolidated financial statements

DKK 1,000

	<u>Share capital</u>	<u>Currency translation reserve</u>	<u>Carried forward</u>	<u>Total equity</u>
Balance 1 January 2020	35.189	0	-12.861	22.328
Foreign exchange adjustments	0	0	-11	-11
Foreign exchange adjustments	0	-1.265	0	-1.265
Proposed distribution of profit	0	0	391	391
	<u>35.189</u>	<u>-1.265</u>	<u>-12.481</u>	<u>21.443</u>
Balance 31 December 2020	35.189	-1.265	-12.481	21.443
Misstatement previous years	0	0	0	0
Foreign exchange adjustments	0	2.514	0	2.514
Proposed distribution of profit	0	0	266	266
	<u>35.189</u>	<u>1.249</u>	<u>-12.215</u>	<u>24.223</u>
Balance 31 December 2021	35.189	1.249	-12.215	24.223

DKK 1,000

	Year 2021	Year 2020
1 Staff expenses		
Average number of employees	0	0
2 Financial income		
Exchange gains	0	125
Financial income etc. from group companies	<u>165</u>	<u>149</u>
	<u>165</u>	<u>274</u>
3 Tax on current years profit		
Danish tax payable on the year's estimated tax assessment	<u>-7</u>	<u>-52</u>
Tax on current years profit	<u>-7</u>	<u>-52</u>
4 Fixed asset investments		
		Equity investments in associated enterprises
Cost at 1 January 2021	28.426	
Disposal	<u>0</u>	
Cost at 31 December 2021	<u>28.426</u>	
Revaluation at 1 January 2021	-10.988	
Disposal	0	
Exchange adjustments	2.514	
Profit/loss for the year	<u>243</u>	
Revaluation at 31 December 2021	<u>-8.231</u>	
Carrying amount at 31 December 2021	<u>20.195</u>	
Investments in associates		
Name and registered office		Ownership
Motorcare Services Lda., Maputo, Mozambique		40%

5 Contingent liabilities

Joint liabilities

The company is jointly and severally liable together with the parent company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.

Tax payable on the Group's joint taxable income is stated in the annual report of THE WAY FORWARD ApS, which serves as management company for the joint taxation.

6 Related parties

The following related parties have a controlling interest in Motorcare Services Holding A/S

Kjaer Group A/S
Grønnemosevej 6
5700 Svendborg, Denmark
Vat no.: DK 81 31 72 16

Kjaer Group A/S owns 100% of the shares in Motorcare Services Holding A/S

The company did not carry out any material transactions that were not concluded on market conditions. According to section 98c, subsection 7 of the Danish Financial Statements Act information is given only on transactions that were not performed on common market conditions.

7 Significant events after the year end of the financial year

No events have occurred after the end of the financial year of material importance for the company's financial position.

8 Consolidated financial statements

Motorcare Services Holding A/S is consolidated with Kjaer Group A/S, Svendborg (CVR no.: 81 31 72 16) which is the smallest consolidation, and is consolidated with The Way Forward ApS, Copenhagen (CVR no.: 25 47 31 59) which is the largest consolidation.

The annual report of Motorcare Services Holding A/S for 2021 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

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

PROFIT AND LOSS

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operating lease expenses, etc.

Investments in associates

The income statement of the owner company recognises the proportional share of the result of each associate after proportional elimination of intercompany profit/losses and deduction of amortisation of goodwill.

Financial income and expenses

Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from investments in financial assets, debt and transactions in foreign currencies, amortisation of financial assets and liabilities as well as charges and allowances under the tax-on-account scheme etc. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

Income taxes

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

THE BALANCE SHEET

Fixed asset investments

Investments in associates are measured in the company's balance sheet under the equity method.

Investments in associates are measured in the balance sheet at the proportional share of the enterprises' carrying equity value, calculated in accordance with the parent company's accounting policies with deduction of unrealised intercompany profits or losses and with addition or deduction of the residual value of positive or negative goodwill.

Net revaluation of investments in subsidiaries and associates is transferred under the equity to reserve for net revaluation under the equity value method to the extent that the carrying amount exceeds the acquisition value.

Associates with a negative carrying equity value are measured to DKK 0 and any amounts due from these enterprises are written down by the company's share of the negative equity to the extent that it is deemed to be irrecoverable. If the carrying negative equity value exceeds receivables, the residual amount is recognised under provision for liabilities to the extent that the company's has a legal or actual liability to cover the associates' deficit.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the tax-on-account scheme. Joint taxation contributions receivable and payable are recognised in the balance sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the balance sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Financial liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the term of the loan.

Amortised cost for short-term liabilities usually corresponds to the nominal value.

Company

MOTORCARE SERVICES HOLDING A/S
c/o Kjaer Group A/S
Grønnemosevej 6
5700 Svendborg
Denmark

CVR no.: 34 60 08 80
Established: 26 June 2012
Registered office: Svendborg
Financial year: 1 January - 31 December

Board of directors

Mads Kjær (Chairman)
Richard Valentin Nijhout
Flemming Eltang

Management

Richard Valentin Nijhout

Auditors

BDO Statsautoriseret revisionsaktieselskab
Grønnemosevej 6
5700 Svendborg
Denmark