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BDO Statsautoriseret revisionsaktieselskab
Grønnemosevej 6
DK-5700 Svendborg
CVR no. 20 22 26 70

MOTORCARE SERVICES HOLDING A/S
C/O KJAER GROUP A/S, GRØNNEMOSEVEJ 6, 5700 SVENDBORG
ANNUAL REPORT
1 JANUARY - 31 DECEMBER 2019

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on 15 May 2020**

Mads Krarup Kjær

The English part of this document is an unofficial translation of the original Danish text, and in case of any discrepancy between the Danish text and the English translation, the Danish text shall prevail.

CVR NO. 34 60 08 80

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COMPANY DETAILS

Company	MOTORCARE SERVICES HOLDING A/S c/o Kjaer Group A/S, Grønnemosevej 6 5700 Svendborg CVR No.: 34 60 08 80 Established: 26 June 2012 Registered Office: Svendborg Financial Year: 1 January - 31 December
Board of Directors	Mads Krarup Kjær, chairman Richard Valentin Nijhout Hans Jørgen Malmose Nyegaard
Board of Executives	Richard Valentin Nijhout
Auditor	BDO Statsautoriseret revisionsaktieselskab Grønnemosevej 6 5700 Svendborg

STATEMENT BY BOARD OF DIRECTORS AND BOARD OF EXECUTIVES

Today the Board of Directors and Board of Executives have discussed and approved the Annual Report of MOTORCARE SERVICES HOLDING A/S for the financial year 1 January - 31 December 2019.

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 Company's financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

The Management's Review includes in our opinion a fair presentation of the matters dealt with in the Review.

We recommend the Annual Report be approved at the Annual General Meeting.

Svendborg, 15 May 2020

Board of Executives

Richard Valentin Nijhout

Board of Directors

Mads Krarup Kjær
Chairman

Richard Valentin Nijhout

Hans Jørgen Malmose Nyegaard

INDEPENDENT AUDITOR'S REPORT

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 2019, which comprise income statement, balance sheet, 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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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.

INDEPENDENT AUDITOR'S REPORT

- 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's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that 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 Management's Review.

Svendborg, 15 May 2020

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Niels Duedahl
State Authorised Public Accountant
MNE no. mne11644

MANAGEMENT'S REVIEW

Principal activities

The company's activities consists of owning shares in companies registered in developing countries which are active in the automotive industry.

Development in activities and financial position

The oil and commodity prices are still a challenge and even though the prices started a recovery in the major mining, construction, oil and gas projects, they are only slowly gaining momentum again and it will take 1-2 years before the market returns to significant growth.

In 2019 Motorcare Service Holding realised loss after tax of DKK 222 thousand. The result is considered satisfactory under the given market conditions.

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.

Covid-19 has dramatically changed the market conditions in the first months of 2020. We have suspended the budget for 2020 and continue to revise the Outlook for 2020 on a monthly basis and as the situation evolves. Our expectation is to report a negative result for the year 2020.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2019 DKK '000	2018 DKK '000
GROSS LOSS.....		-23	-26
OPERATING LOSS.....		-23	-26
Result of equity investments in group and associates.....		-216	-271
Other financial income.....	2	36	40
Other financial expenses.....		-21	-63
LOSS BEFORE TAX.....		-224	-320
Tax on profit/loss for the year.....	3	2	0
LOSS FOR THE YEAR.....		-222	-320
PROPOSED DISTRIBUTION OF DIVIDEND			
Retained earnings.....		-222	-320
TOTAL.....		-222	-320

BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2019 DKK '000	2018 DKK '000
Equity investments in associated enterprises.....		21.385	22.442
Fixed asset investments	4	21.385	22.442
FIXED ASSETS		21.385	22.442
Receivables from group enterprises.....		885	880
Deferred tax assets.....		72	72
Joint tax contribution receivable.....		2	10
Receivables		959	962
Cash and cash equivalents		3	6
CURRENT ASSETS		962	968
ASSETS		22.347	23.410

BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2019 DKK '000	2018 DKK '000
Share capital.....		35.189	35.189
Retained earnings.....		-12.861	-11.797
EQUITY.....	5	22.328	23.392
Other liabilities.....		19	18
Current liabilities.....		19	18
LIABILITIES.....		19	18
EQUITY AND LIABILITIES.....		22.347	23.410
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NOTES

			Note
Staff costs			1
Average number of employees 1 (2018: 1)			
The company's staff includes board of executives who do not receive remuneration.			
	2019 DKK '000	2018 DKK '000	
Other financial income			2
Group enterprises.....	36	40	
	36	40	
Tax on profit/loss for the year			3
Calculated tax on taxable income of the year.....	-2	0	
	-2	0	
Fixed asset investments			4
		Equity investments in associated enterprises	
Cost at 1 January 2019.....		32.914	
Cost at 31 December 2019.....		32.914	
Revaluation at 1 January 2019.....		-10.472	
Exchange adjustment.....		-841	
Profit/loss for the year.....		-216	
Revaluation at 31 December 2019.....		-11.529	
Carrying amount at 31 December 2019.....		21.385	
Investments in associates			
Name and registered office		Ownership	
Motorcare Services Lda., Maputo, Mozambique.....		40 %	
Motorcare Services Ltd., Kampala, Uganda.....		12 %	

NOTES

	Note
Equity	5

	Share capital	Retained earnings	Total
Equity at 1 January 2019.....	35.189	-11.797	23.392
Foreign exchange adjustments.....		-842	-842
Proposed distribution of profit.....		-222	-222
Equity at 31 December 2019.....	35.189	-12.861	22.328

Contingencies etc.	6
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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.

The liability, however, does not exceed an amount equalling the share of capital held by the Company, which is owned directly or indirectly by the ultimate parent.

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.

Related parties	7
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The Company's related parties include:

Controlling interest

Kjaer Group A/S
Grønnemosevej 6
DK-5700 Svendborg

Transactions with related parties

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.

Consolidated financial statements	8
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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, Copenhagen (CVR no.: 25 47 31 59) which is the largest consolidation.

ACCOUNTING POLICIES

The Annual Report of MOTORCARE SERVICES HOLDING A/S for 2019 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 Annual Report is prepared consistently with the accounting principles applied last year.

INCOME STATEMENT

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 results of each associate after proportional elimination of intercompany profits/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.

Tax

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.

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 or addition 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.

ACCOUNTING POLICIES

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.

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 loan.

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