

Spectre Arca Holding ApS

Sdr. Ringvej 42, 6000 Kolding

CVR no. 35 02 80 80

Annual report 2019

Approved at the Company's annual general meeting on 3 April 2020

Chairman:



.....
Sebastian Douglas Stock

The following is a translation of an original Danish document. The original Danish document is the governing document for all purposes, and in case of any discrepancy, the Danish wording will be applicable.





Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10



Statement by the Board of Directors and the Executive Board

Today, the Executive Board has discussed and approved the annual report of Spectre Arca Holding ApS for the financial year 1 January - 31 December 2019.

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

In my opinion, the financial statements give a true and fair view of the 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.

Further, in my opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Kolding, 3 April 2020
Executive Board:

A handwritten signature in blue ink, appearing to read 'S. Douglas Stock', written over a horizontal dotted line.

Sebastian Douglas Stock

Independent auditor's report

To the shareholders of Spectre Arca Holding ApS

Conclusion

We have conducted an extended review of the financial statements of Spectre Arca Holding ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work we have performed, in our opinion, the financial statements give a true and fair view of the 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 conclusion

We conducted our extended review in accordance with the Danish Business Authority's standard on extended review for Small entities and FSR - Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Independence

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

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

Auditor's responsibilities for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance for our conclusion on the financial statements and perform specifically required supplementary procedures to obtain additional assurance for our conclusion.

An extended review comprises procedures that primarily consist of making enquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

Statement on the Management's review

Management is responsible for the Management's review.

Our conclusion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

Independent auditor's report

In connection with our extended review 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 extended review, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Aabenraa, 3 April 2020
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Jon Midtgaard
State Authorised Public Accountant
mne28657



Management's review

Company details

Name Spectre Arca Holding ApS
Address, Postal code, City Sdr. Ringvej 42, 6000 Kolding

CVR no. 35 02 80 80
Established 13 January 2013
Registered office Kolding
Financial year 1 January - 31 December

Executive Board Sebastian Douglas Stock

Auditors Ernst & Young Godkendt Revisionspartnerselskab
Skibbroen 16, 6200 Aabenraa, Denmark



Management's review

Business review

The Company's principal activities are ownership of share capital in associated companies and other from Executive Board assessment related services.

Financial review

The income statement for 2019 shows a profit of DKK 1,593,114 against a profit of DKK 2,412,132 last year, and the balance sheet at 31 December 2019 shows equity of DKK 4,418,402.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2019	2018
	Other external expenses	-11,542	-9,151
	Gross profit	-11,542	-9,151
	Income from investments in associates	1,606,291	2,423,817
	Financial income	533	0
	Financial expenses	-2,168	-2,534
	Profit for the year	<u>1,593,114</u>	<u>2,412,132</u>
	Recommended appropriation of profit		
	Proposed dividend recognised under equity	948,000	886,000
	Extraordinary dividend distributed in the year	1,539,000	1,102,000
	Net revaluation reserve according to the equity method	-893,709	423,817
	Retained earnings/accumulated loss	-177	315
		<u>1,593,114</u>	<u>2,412,132</u>



Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2019</u>	<u>2018</u>
	ASSETS		
	Fixed assets		
2	Investments		
	Investments in associates	3,502,684	4,326,227
		<u>3,502,684</u>	<u>4,326,227</u>
	Total fixed assets	<u>3,502,684</u>	<u>4,326,227</u>
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	331,525	331,525
		<u>331,525</u>	<u>331,525</u>
	Cash	590,193	528,370
	Total non-fixed assets	<u>921,718</u>	<u>859,895</u>
	TOTAL ASSETS	<u>4,424,402</u>	<u>5,186,122</u>
	EQUITY AND LIABILITIES		
	Equity		
3	Share capital	80,000	80,000
	Net revaluation reserve according to the equity method	3,390,184	4,213,727
	Retained earnings	218	395
	Dividend proposed	948,000	886,000
	Total equity	<u>4,418,402</u>	<u>5,180,122</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Other payables	6,000	6,000
		<u>6,000</u>	<u>6,000</u>
	Total liabilities other than provisions	<u>6,000</u>	<u>6,000</u>
	TOTAL EQUITY AND LIABILITIES	<u>4,424,402</u>	<u>5,186,122</u>

1 Accounting policies

4 Contractual obligations and contingencies, etc.

5 Collateral



Financial statements 1 January - 31 December

Statement of changes in equity

	Share capital	Net revaluation reserve according to the equity method	Retained earnings	Dividend proposed	Total
DKK					
Equity at 1 January 2019	80,000	4,213,727	395	886,000	5,180,122
Transfer through appropriation of profit	0	-893,709	-177	2,487,000	1,593,114
Other value adjustments of equity	0	70,166	0	0	70,166
Dividend distributed	0	0	0	-886,000	-886,000
Proposed extraordinary dividend recognised under equity	0	0	0	-1,539,000	-1,539,000
Equity at 31 December 2019	80,000	3,390,184	218	948,000	4,418,402

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Spectre Arca Holding ApS for 2019 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Income statement

Revenue

Income from the sale of goods for resale 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.

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

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to administration etc.

Profit from investments in associates

The item includes the entity's proportionate share of the profit/loss for the year in associates after elimination of intra-group income or losses and net of amortisation and impairment of goodwill and other excess values at the time of acquisition.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Investments in associates

On initial recognition, investments in subsidiaries and associates are measured at cost and subsequently at the proportionate share of the enterprises' net asset values calculated in accordance with the parent company's accounting policies less or plus any residual value of positive or negative goodwill determined in accordance with the acquisition method. Subsidiaries and associates with a negative net asset value are measured at DKK 0 (nil), and any amounts owed by such enterprises are written down by the parent company's share of the net asset value if the amount owed is deemed irrecoverable. If the negative net asset value exceeds the amounts owed, the remaining amount is recognised under provisions if the parent company has a legal or a constructive obligation to cover the enterprise's deficit. Net revaluations of investments in subsidiaries and associates are transferred to the net revaluation reserve according to the equity method in so far as the carrying amount exceeds the acquisition cost.

On initial recognition, equity investments in associates are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method.

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 for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

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

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Equity

Reserve for net revaluation according to the equity method

The reserve comprises net revaluations of investments in subsidiaries and associates compared to the cost price.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

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

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. 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 is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

2 Investments

	Investments in associates
DKK	
Cost at 1 January 2019	112,500
Cost at 31 December 2019	112,500
Value adjustments at 1 January 2019	4,213,727
Dividend received	-2,500,000
Profit/loss for the year	1,606,291
Changes in equity	70,166
Value adjustments at 31 December 2019	3,390,184
Carrying amount at 31 December 2019	3,502,684

Name	Legal form	Domicile	Interest	Equity DKK	Profit/loss DKK
Associates					
Sourzing	A/S	Kolding	25.00%	13,833,682	6,339,652
SOMM Invest	ApS	Kolding	25.00%	177,051	85,511

3 Share capital

The Company's share capital has remained DKK 80,000 over the past 5 years.

4 Contractual obligations and contingencies, etc.

Other contingent liabilities

The company has no obligations.

5 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2019.