
WattsUp Power A/S

Sydholmen 8, DK-2650 Hvidovre

Annual Report for 1 January - 31 December 2019

CVR No 35 82 70 48

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
26/6 2020

Nicolai Reedtz Funder
Chairman of the General
Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of WattsUp Power A/S for the financial year 1 January - 31 December 2019.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2019 of the Company and of the results of the Company operations for 2019.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Hvidovre, 26 June 2020

Executive Board

Martin Speiermann
CEO

Board of Directors

Nicolai Reedtz Funder
Chairman

Martin Speiermann

Fredie Speiermann

Andreas Færgemann Tycho

Independent Auditor's Report

To the Shareholder of WattsUp Power A/S

Report on the Financial Statements

Opinion

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.

We have audited the Financial Statements of WattsUp Power A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Financials Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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 deter-

Independent Auditor's Report

mines 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 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 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

Independent Auditor's Report

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.

Reporting obligations under section 7(2) of the Danish Executive Order on Approved Auditors' Reports

Non-compliance with the Danish Bookkeeping Act and the Danish Withholding of Tax Act

In our opinion, the Company has not complied with the requirements of the Danish Bookkeeping Act in respect of the bookkeeping being planned and conducted in accordance with generally accepted accounting practice with due consideration of the nature and size of its business.

Company Management may incur liability on the basis of the non-compliance with the Danish Bookkeeping Act.

Hellerup, 26 June 2020

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Niels Henrik B. Mikkelsen

statsautoriseret revisor

mne16675

Company Information

The Company

WattsUp Power A/S
Sydholmen 8
DK-2650 Hvidovre

CVR No: 35 82 70 48

Financial period: 1 January - 31 December

Incorporated: 19 March 2014

Municipality of reg. office: Hvidovre

Board of Directors

Nicolai Reedtz Funder, Chairman
Martin Speiermann
Fredie Speiermann
Andreas Færgemann Tycho

Executive Board

Martin Speiermann

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Financial Statements of WattsUp Power A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The Annual Report has been prepared under the same accounting policies as last year.

Key activities

The Company's objective is to develop and sell electromagnetic solutions in which energy can be stored.

Development in the year

The income statement of the Company for 2019 shows a loss of DKK 4,071,841, and at 31 December 2019 the balance sheet of the Company shows equity of DKK 5,550,982.

The past year and follow-up on development expectations from last year

The management at WattsUp Power A/S are looking back at 2019 as a fundamental year for our company. Our second-generation flywheel DENEb has been fully finalized and released, and our first customer got their wishes implemented in our product. 2020 will be a year in which we will be producing flywheels and start securing market shares in the global energy storage market.

Subsequent events

COVID-19 also had an effect on WattsUp Power A/S like so many other companies both in Denmark and worldwide. Our employees came through the pandemic without getting infected and luckily none of our customers have canceled any order's.

But we were hit on the short-term liquidity, due to pushed deliveries where materials where already pitched. Furthermore, postponed FAT tests in production made us unable to invoice our projects. All in all, this has put pressure on the liquid stock. For the moment WattsUp Power A/S has not been able to receive assistance directly from any help packages. However we will be applied for a help package to support our short-term liquidity with a favorable loan package, which will strengthen WattsUp Power A/S' company acceleration.

Income Statement 1 January - 31 December

	Note	2019 DKK	2018 DKK
Gross profit/loss		121.561	5.617.737
Staff expenses	2	-3.920.688	-1.014.641
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	3	-1.209.448	-879.844
Other operating expenses		-13.960	-750.000
Profit/loss before financial income and expenses		-5.022.535	2.973.252
Financial expenses	4	-163.944	-131.528
Profit/loss before tax		-5.186.479	2.841.724
Tax on profit/loss for the year	5	1.114.638	-1.287.793
Net profit/loss for the year		-4.071.841	1.553.931

Distribution of profit

Proposed distribution of profit

Retained earnings		-4.071.841	1.553.931
		-4.071.841	1.553.931

Balance Sheet 31 December

Assets

	Note	2019 DKK	2018 DKK
Completed development projects		2.344.001	2.323.426
Acquired patents		71.660	0
Development projects in progress		0	0
Intangible assets	6	<u>2.415.661</u>	<u>2.323.426</u>
Other fixtures and fittings, tools and equipment		1.971.875	2.539.593
Property, plant and equipment	7	<u>1.971.875</u>	<u>2.539.593</u>
Fixed assets		<u>4.387.536</u>	<u>4.863.019</u>
Inventories	8	<u>3.163.335</u>	<u>0</u>
Trade receivables		9.258.489	1.491.486
Receivables from associates		14.420	5.000
Claim for payment of company capital		750.000	0
Other receivables		1.303.039	790.979
Deferred tax asset	9	661.815	0
Receivables		<u>11.987.763</u>	<u>2.287.465</u>
Cash at bank and in hand		<u>1.251.370</u>	<u>7.944</u>
Currents assets		<u>16.402.468</u>	<u>2.295.409</u>
Assets		<u>20.790.004</u>	<u>7.158.428</u>

Balance Sheet 31 December

Liabilities and equity

	Note	2019 DKK	2018 DKK
Share capital		1.000.000	500.000
Reserve for unpaid share capital and share premium		750.000	0
Share premium account		5.750.000	0
Reserve for development costs		601.431	0
Retained earnings		-2.550.449	2.122.825
Equity		5.550.982	2.622.825
Provision for deferred tax	9	0	436.498
Other provisions		0	750.000
Provisions		0	1.186.498
Other payables		185.734	0
Long-term debt	10	185.734	0
Credit institutions		5.200.000	0
Prepayments received from customers		0	254.000
Trade payables		164.415	0
Payables to group enterprises		616.708	525.000
Payables to owners and Management		1.414.235	1.479.906
Payables to group enterprises relating to corporation tax		974.423	990.748
Other payables	10	634.915	99.451
Deferred income		6.048.592	0
Short-term debt		15.053.288	3.349.105
Debt		15.239.022	3.349.105
Liabilities and equity		20.790.004	7.158.428
Subsequent events	1		
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Statement of Changes in Equity

	Share capital	Reserve for unpaid share capital and share premium	Share premium account	Reserve for development costs	Retained earnings	Total
	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	500.000	0	0	0	2.122.823	2.622.823
Cash capital increase	500.000	750.000	5.750.000	0	0	7.000.000
Development costs for the year	0	0	0	644.390	-644.390	0
Depreciation, amortisation and impairment for the year	0	0	0	-42.959	42.959	0
Net profit/loss for the year	0	0	0	0	-4.071.841	-4.071.841
Equity at 31 December	1.000.000	750.000	5.750.000	601.431	-2.550.449	5.550.982

Notes to the Financial Statements

1 Subsequent events

COVID-19 also had an effect on WattsUp Power A/S like so many other companies both in Denmark and worldwide. The Company is hit on the short-term liquidity, due to pushed deliveries where materials were already pitched. Furthermore, postponed FAT tests in production made the Company unable to invoice all projects. All in all, this has put pressure on the liquid stock. WattsUp Power A/S has not been able to receive assistance directly from any help packages. However, the Company will be applied for a help package to support their short-term liquidity with a favorable loan package, which will strengthen WattsUp Power A/S' company acceleration.

Many of the Company's customers have indicated that they will continue projects in progress, but there is still a risk that COVID-19 will have negative impacts on the Company's revenue and earnings in 2020. Management is monitoring developments closely. It is, however, too early yet to give an opinion as to whether and, if so, to what extent COVID-19 will impact revenue and earnings in 2020. Naturally, Management will make an effort to recapture any lost revenue later in the year.

	<u>2019</u> DKK	<u>2018</u> DKK
2 Staff expenses		
Wages and salaries	3.868.279	1.005.458
Other social security expenses	13.532	7.384
Other staff expenses	<u>38.877</u>	<u>1.799</u>
	<u>3.920.688</u>	<u>1.014.641</u>
Average number of employees	<u>6</u>	<u>3</u>
3 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		
Amortisation of intangible assets	641.730	580.856
Depreciation of property, plant and equipment	<u>567.718</u>	<u>298.988</u>
	<u>1.209.448</u>	<u>879.844</u>

Notes to the Financial Statements

	2019	2018
	DKK	DKK
4 Financial expenses		
Interest paid to group enterprises	26.250	25.000
Other financial expenses	137.694	106.528
	163.944	131.528

5 Tax on profit/loss for the year

Current tax for the year	-16.325	990.748
Deferred tax for the year	-1.098.313	222.498
Adjustment of tax concerning previous years	0	74.547
	-1.114.638	1.287.793

6 Intangible assets

	Completed development projects	Acquired pa- tents	Development projects in progress
	DKK	DKK	DKK
Cost at 1 January	2.904.282	0	0
Additions for the year	0	89.575	644.390
Transfers for the year	644.390	0	-644.390
Cost at 31 December	3.548.672	89.575	0
Impairment losses and amortisation at 1 January	580.856	0	0
Amortisation for the year	623.815	17.915	0
Impairment losses and amortisation at 31 December	1.204.671	17.915	0
Carrying amount at 31 December	2.344.001	71.660	0
Amortised over	5 years	7 years	

Development projects relates to the development of electromagnetic solutions in which energy can be stored. All development projects were finalised during 2019. It is expected that the completed development projects will be sold to the existing market to the existing customers as well as new customers. The amortisation period for completed development projects is 5 years. Further, development costs incurred during 2019 has been capitalized.

Notes to the Financial Statements

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment	
	DKK	
Cost at 1 January	<u>2.838.581</u>	
Cost at 31 December	<u>2.838.581</u>	
Impairment losses and depreciation at 1 January	298.988	
Depreciation for the year	<u>567.718</u>	
Impairment losses and depreciation at 31 December	<u>866.706</u>	
Carrying amount at 31 December	<u>1.971.875</u>	
Depreciated over	<u>5 years</u>	

8 Inventories

	<u>2019</u>	<u>2018</u>
	DKK	DKK
Work in progress	3.163.335	<u>0</u>
	<u>3.163.335</u>	<u>0</u>

9 Deferred tax asset

Deferred tax asset at 1 January	-436.498	-214.000
Amounts recognised in the income statement for the year	<u>1.098.313</u>	<u>-222.498</u>
Deferred tax asset at 31 December	<u>661.815</u>	<u>-436.498</u>

Notes to the Financial Statements

10 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2019</u> DKK	<u>2018</u> DKK
Other payables		
Between 1 and 5 years	185.734	0
Long-term part	185.734	0
Other short-term payables	634.915	99.451
	<u>820.649</u>	<u>99.451</u>

11 Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with bankers:

Floating charge on intangible assets, property, plant and equipment and trade receivables.	5.200.000	2.000.000
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Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:

Within 1 year	443.180	0
Between 1 and 5 years	748.758	0
	<u>1.191.938</u>	<u>0</u>

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Clean World Innovation Invest IVS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on un-earned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Notes to the Financial Statements

12 Accounting Policies

The Annual Report of WattsUp Power A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Cost of sales

Cost of sales include costs incurred to achieve revenue for the year. Cost of sales include development cost.

Notes to the Financial Statements

12 Accounting Policies (continued)

Other external expenses

Other external expenses comprise expenses for premises, sales, and advertising as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, expenses for raw materials and consumables and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with the Danish parent company. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Notes to the Financial Statements

12 Accounting Policies (continued)

Balance Sheet

Intangible assets

Capitalised development costs are measured at cost with deduction of accrued amortisation or at the recoverable value, if this is lower.

After completion of the development work, capitalised development costs are amortised on a straight line-basis over the estimated financial useful life. The amortisation period is 5 years.

Depreciation period and residual value are reassessed annually.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment 3-5 years

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 13,800 are expensed in the year of acquisition.

Impairment of fixed assets

The carrying amounts of fixed assets are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Inventories

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

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable

Notes to the Financial Statements

12 Accounting Policies (continued)

value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in 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 will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Notes to the Financial Statements

12 Accounting Policies (continued)

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.