

CEMBRANE HOLDING ApS

Lille Vokstrupvej 7
3230 Græsted

Annual report
1 April 2018 - 31 March 2019

**The annual report has been presented and
approved on the company's general meeting the**

01/08/2019

**Lasse Andreassen
Chairman of general meeting**

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Company information

Reporting company CEMBRANE HOLDING ApS
Lille Vokstrupvej 7
3230 Græsted

CVR-nr: 36422246
Reporting period: 01/04/2018 - 31/03/2019

Auditor Dupont Revision
Blokken 13, 1
3460 Birkerød
DK Danmark
CVR-nr: 26563976
P-number: 1009056722

Statement by Management

Management has today considered and approved the annual report for the financial year 01. April 2018 - 31. March 2019 for CEMBRANE HOLDING ApS.

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

Management believes that the financial statements give a true and fair view of the company's assets, liabilities and financial position and of the result.

The annual report is submitted for approval by the General Assembly.

Græsted, the 25/06/2019

Management

Lasse Andreassen

Merete Andreassen

Alexander Lindeskov Andreassen

The independent auditor's report on financial statements

To the shareholders of CEMBRANE HOLDING ApS

Opinion

We have audited the Financial Statements of Cembrane Holding ApS for the financial year 1 April 2018 - 31 March 2019, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies, for the Company. 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 Company's financial position at 31 March 2019 and of the results of the Company's operations for the financial year 1 April 2018 - 31 March 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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of management 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 responsibility

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 of accounting information 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 the 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 Statement Act. We did not identify any material misstatement of Management's Review.

Birkerød, 25/06/2019

Pernille Dupont , mne2627
Registreret revisor, medlem af FSR – danske revisorer
Dupont Revision
CVR: 26563976

Management's Review

Main activities

The company's activities comprise the ownership of shares in subsidiaries.

Development of activities and financial situation

The net result for the year is considered satisfactory. The management also expects a satisfactory result for the coming financial year.

Share swaps have been made in April 2018, where the company's shares amount to DKK 8,300,001 and receivables in a subsidiary DKK 7,073,717 were deposited in a new holding company. The ownership interest amounts to 83.32% and the subscription has been made at a price of 350. Subsequent capital increase at the beginning of May 2018 in the operating company took place at price 350, including cash subscription from minority shareholders.

Revaluation of investments to the valuation at the time of acquisition amounts to DKK 19,962,499. The revaluation is tied up in the reserve for revaluations under equity.

Events following the finalisation of the account

Following the finalisation of the account, no events have occurred which have the potential to significantly influence the company's financial standing.

Accounting Policies

The annual report has been prepared in accordance with the regulation applying to Reporting class B.

The annual account has been prepared according to the same accounting practices as the previous year's account.

Profit and loss account

Financial items

Dividends on shares are booked as income in the financial year in which the profit is declared.

Tax on the net result for the year

The part of the tax for the year that can be attributed to the year's net result, consisting of the year's current tax and displacement of deferred taxes, is included in the profit and loss account, while the part that can be attributed to items posted directly to own capital is directly included in own capital.

Balance

Financial fixed assets

Shares in subsidiaries are calculated at cost price. In the event that the cost price exceeds the recoverable amount, this will be written down to the lower value.

Dividend

The proposed dividend is included as a liability at the date of adoption at the Annual General Meeting (date of declaration). The dividend that is expected to be paid for the year is entered as a separate item under own capital.

Corporation tax and deferred tax

Current tax liabilities and outstanding current tax are included in the balance sheet as tax calculated on the year's taxable income, adjusted for tax on preceding years' taxable income and for tax paid on account.

Deferred tax is calculated according to the balance sheet liability method based on the difference between the accounting value and the tax value of assets and liabilities. In the event that the calculation of the tax value can be carried out according to other tax regulations, deferred tax will be calculated on the basis of the planned use of the asset or the settlement of the liability.

Deferred tax assets, including the tax value of deferrable tax losses, is calculated at the value at which the asset is expected to be realisable, either by equalisation of tax rates for future earnings or by setting off deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are calculated at their net realisable value.

Deferred tax is calculated on the basis of the tax regulations and tax rates which, pursuant to the balance sheet date provisions, will apply when the deferred tax is expected to become current tax. Changes to deferred tax as a result of changes to tax rates will be included in the profit and loss account.

Debt

Debt is measured at amortised cost price, which usually equals the nominal value.

Income statement 1 Apr 2018 - 31 Mar 2019

	Disclosure	2018/19 kr.	2017/18 kr.
Gross profit (loss)		-5,650	-5,210
Profit (loss) from ordinary operating activities		-5,650	-5,210
Other finance expenses		-39,059	-104,973
Profit (loss) from ordinary activities before tax		-44,709	-110,183
Profit (loss)		-44,709	-110,183
Proposed distribution of results			
Retained earnings		-44,709	-110,183
Proposed distribution of profit (loss)		-44,709	-110,183

Balance sheet 31 March 2019

Assets

	Disclosure	2018/19	2017/18
		kr.	kr.
Investments in group enterprises		35,336,217	8,300,001
Investments		35,336,217	8,300,001
Total non-current assets		35,336,217	8,300,001
Receivables from group enterprises		0	5,776,645
Receivables		0	5,776,645
Cash and cash equivalents		40,539	1,343,910
Current assets		40,539	7,120,555
Total assets		35,376,756	15,420,556

Balance sheet 31 March 2019

Liabilities and equity

	Disclosure	2018/19	2017/18
		kr.	kr.
Contributed capital		80,358	80,358
Revaluation reserve		19,962,499	0
Retained earnings		7,587,438	7,632,147
Total equity		27,630,295	7,712,505
Trade payables		5,000	5,000
Other payables, including tax payables, liabilities other than provisions		0	7,703,051
Subordinate loan capital		7,741,461	0
Short-term liabilities other than provisions, gross		7,746,461	7,708,051
Liabilities other than provisions, gross		7,746,461	7,708,051
Liabilities and equity, gross		35,376,756	15,420,556

Statement of changes in equity 1 Apr 2018 - 31 Mar 2019

	Contributed capital	Revaluation reserve	Retained earnings	Total
	kr.	kr.	kr.	kr.
Equity, beginning balance	80,358	0	7,632,147	7,712,505
Profit (Loss)	0	0	-44,709	-44,709
Revaluations	0	19,962,499	0	19,962,499
Equity, ending balance	80,358	19,962,499	7,587,438	27,630,295

Share swaps have been made in April 2018, where the company's shares amount to DKK 8,300,001 and receivables in a subsidiary DKK 7,073,717 were deposited in a new holding company. The ownership interest amounts to 83.32% and the subscription has been made at a price of 350.

Revaluation of investments to the valuation at the time of acquisition amounts to DKK 19,962,499.

Disclosures

1. Information on average number of employees

	2018/19
Average number of employees	0