

# **CEMBRANE HOLDING ApS**

Lille Vokstrupvej 7  
3230 Græsted

Annual report  
1 April 2017 - 31 March 2018

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

**20/08/2018**

**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: 01/04/2017 - 31/03/2018

**Auditor**                    Dupont Revision  
Hovedgaden 8, 1 A  
3460 Birkerød  
DK Danmark  
CVR-nr:                    26563976  
P-number:                1009056722

# Statement by Management

Today the Management have discussed and approved the annual report for accounting year 1 april 2017 to 31 March 2018 for Cembrane Holding ApS.

The annual report has been published in accordance with the Danish Financial Statements Act.

It is our opinion that the financial statement gives a true and fair view of the company's assets, liabilities and financial position as at 31 March 2018 and of the results of the company's activities for the accounting year 1 April 2017 to 31 March 2018.

It is also our opinion that the management report includes a fair statement on the conditions the report deals with.

The annual report will be submitted for approval by the annual general meeting.

Græsted, the 22/06/2018

## 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 2017 - 31 March 2018, 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 2018 and of the results of the Company's operations for the financial year 1 April 2017 - 31 March 2018 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

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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, 22/06/2018

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.

## Own shares

On the balance sheet date, the company's holding of its own shares amounted to nom. DKK 8,036, corresponding to 10% of the total share capital.

The following transactions have taken place in the financial year:

	Nom.	Transfer amount	Proportion of total share capital
Capital increase	20.358	20.358	25,33 %
Purchases	3.750	1.000.000	4,67 %
Sales	16.072	8.915.353	20,00 %

The plan was for new shareholders to acquire 30% of the share capital, but this was amended to 20%, for which reason the company has reserves of 10% of the total share capital.

## 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 2017 - 31 Mar 2018

	Disclosure	2017/18 kr.	2016/17 kr.
<b>Gross Result</b> .....		-5,210	-2,780
<b>Profit (loss) from ordinary operating activities</b> .....		-5,210	-2,780
Other finance expenses .....		-104,973	-245,669
<b>Profit (loss) from ordinary activities before tax</b> .....		-110,183	-248,449
<b>Profit (loss)</b> .....		-110,183	-248,449
<b>Proposed distribution of results</b>			
Retained earnings .....		-110,183	-248,449
<b>Proposed distribution of profit (loss)</b> .....		-110,183	-248,449

# Balance sheet 31 March 2018

## Assets

	Disclosure	2017/18 kr.	2016/17 kr.
Investments in group enterprises .....		8,300,001	8,300,001
<b>Investments</b> .....		<b>8,300,001</b>	<b>8,300,001</b>
<b>Total non-current assets</b> .....		<b>8,300,001</b>	<b>8,300,001</b>
Receivables from group enterprises .....		5,776,645	0
<b>Receivables</b> .....		<b>5,776,645</b>	<b>0</b>
Cash and cash equivalents .....		1,343,910	967
<b>Current assets</b> .....		<b>7,120,555</b>	<b>967</b>
<b>Total assets</b> .....		<b>15,420,556</b>	<b>8,300,968</b>

# Balance sheet 31 March 2018

## Liabilities and equity

	Disclosure	2017/18	2016/17
		kr.	kr.
Contributed capital .....		80,358	60,000
Retained earnings .....		7,632,147	-152,665
<b>Total equity .....</b>		<b>7,712,505</b>	<b>-92,665</b>
Trade payables .....		5,000	2,750
Other payables, including tax payables, liabilities other than provisions .....		7,703,051	8,390,883
<b>Short-term liabilities other than provisions, gross .....</b>		<b>7,708,051</b>	<b>8,393,633</b>
<b>Liabilities other than provisions, gross .....</b>		<b>7,708,051</b>	<b>8,393,633</b>
<b>Liabilities and equity, gross .....</b>		<b>15,420,556</b>	<b>8,300,968</b>

# Statement of changes in equity 1 Apr 2017 - 31 Mar 2018

	<b>Contributed capital</b>	<b>Retained earnings</b>	<b>Total</b>
	<b>kr.</b>	<b>kr.</b>	<b>kr.</b>
Equity, beginning balance .....	60,000	-152,665	-92,665
Increase of capital .....	20,358	-20,358	0
Purchase of treasury shares .....	0	-1,000,000	-1,000,000
Sale of treasury shares .....	0	8,915,353	8,915,353
Profit (Loss) .....	0	-110,183	-110,183
Equity, ending balance .....	80,358	7,632,147	7,712,505