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CVR no. 20 22 26 70

**EXCLUSIVE NETWORKS DENMARK A/S**  
**STRANDVEJEN 58 4. TH., 2900 HELLERUP**  
**ANNUAL REPORT**  
**1 JANUARY - 31 DECEMBER 2023**

**The Annual Report has been presented and  
adopted at the Company's Annual General  
Meeting on 19 June 2024**

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**Timothee Meij**

*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. 36 47 92 13**

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**COMPANY DETAILS**

<b>Company</b>	Exclusive Networks Denmark A/S Strandvejen 58 4. th. 2900 Hellerup  CVR No.: 36 47 92 13 Established: 5 January 2015 Municipality: Gentofte Financial Year: 1 January - 31 December
<b>Board of Directors</b>	Timothee Meij, chairman Patrik Tamker, bestyrelsesmedlem Carsten Aage Egeberg, direktør
<b>Executive Board</b>	Carsten Aage Egeberg
<b>Auditor</b>	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
<b>Bank</b>	Danske Bank Holmens Kanal 2 1090 Copenhagen K
<b>Law Firm</b>	Bird & Bird Sundkrogsgade 21 2100 Copenhagen Ø

## MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of Exclusive Networks Denmark A/S for the financial year 1 January - 31 December 2023.

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 assets, liabilities and financial position at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

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

Copenhagen, 19 June 2024

Executive Board

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Carsten Aage Egeberg

Board of Directors

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Timothee Meij  
Chairman

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Patrik Tamker  
Bestyrelsesmedlem

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Carsten Aage Egeberg  
Direktør

## INDEPENDENT AUDITOR'S REPORT

### To the Shareholders of Exclusive Networks Denmark A/S

#### Opinion

We have audited the Financial Statements of Exclusive Networks Denmark A/S for the financial year 1 January - 31 December 2023, which comprise income statement, Balance Sheet, statement of changes in equity, 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 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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.

## INDEPENDENT AUDITOR'S REPORT

- 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 Management Commentary**

Management is responsible for Management Commentary.

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

Based on the work we have performed, we conclude that Management Commentary 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 Commentary.

Copenhagen, 19 June 2024

BDO Statsautoriseret revisionsaktieselskab  
CVR no. 20 22 26 70

Ole C. K. Nielsen  
State Authorised Public Accountant  
MNE no. mne23299

## FINANCIAL HIGHLIGHTS

	2023 DKK '000	2022 DKK '000	2021 DKK '000	2020 DKK '000	2019 DKK '000
<b>Income statement</b>					
Gross profit/loss.....	10.759	10.779	11.414	10.609	8.007
Operating profit/loss before depreciation and amortisation (EBITDA)..	-2.703	-1.608	-406	1.615	-647
Operating profit/loss of main activities...	-2.883	-1.749	-496	1.555	-695
Financial income and expenses, net.....	-467	-1.396	-274	-1.243	553
Profit/loss for the year.....	-2.613	-2.453	-601	243	-115
<b>Balance sheet</b>					
Total assets.....	112.349	129.408	88.329	74.786	60.892
Equity.....	-4.894	-2.281	172	773	530
Investment in property, plant and equipment.....	-129	-392	-111	-81	0
<b>Key ratios</b>					
Quick ratio.....	95.6	98.0	99.9	101.3	100.6
Equity ratio.....	Neg.	Neg.	0.2	1.0	0.9
Return on equity.....	Neg.	Neg.	-127.1	37.3	-20.1

The ratios stated in the list of key figures and ratios have been calculated as follows:

Quick ratio:

$$\frac{\text{Current assets} \times 100}{\text{Current liabilities}}$$

Equity ratio:

$$\frac{\text{Equity ex. minorities, at year end} \times 100}{\text{Total equity and liabilities, at year end}}$$

Return on equity:

$$\frac{\text{Profit/loss after tax} \times 100}{\text{Average equity}}$$

## MANAGEMENT COMMENTARY

### Principal activities

The company's objective is to operate the sale of IT equipment, security related products services thereto and to carry on other related activities.

### Development in activities and financial and economic position

The development in the company's activities has been positive in 2023 securing the stability of staff retention, getting all new hires fully up to speed, securing our continuous growth in no. of buying partners, and increase in market share.

### Profit/loss for the year compared to the expected development

The company's income statement for the year ended 31 December 2023 shows a loss of DKK -2.613K and the balance sheet at 31 December 2023 shows equity of DKK - 4.894K. The company has lost the rest of its equity, but the management believes that this will be reestablished via the company's own future earnings. The parent company will support the company financially also during 2024.

### 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.

Between the end of the 2023 fiscal year and the date of this Annual report was established by the Board of Directors, there was no material change in the financial position or financial performance of the company and the Group.

During 2023 we have focused on balancing our income across more vendors, to gain a better risk profile. At the same time, we have grown the number of buying partners in the SMB segment, carrying significantly more stable revenue and income. All the above has made a positive impact, especially in the second half of 2023, and our full Adjusted EBITDA for the year was achieved in Q4 as a direct consequence of these efforts.

### Future expectations

The company's expect to continue the positive trend of growth in our entire business, continue to expand the partner base, and focus even further on the SMB market, providing stable revenue and income streams, and reestablish psitive equity.

For the fiscal year 2024 we expect significant improvement in revenue and Adjusted EBITDA. Expected total for the year is DKK 389.878 K in revenue and DKK 9.188K in Adjusted EBITDA.



## INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2023 DKK '000	2022 DKK '000
<b>GROSS PROFIT</b> .....		<b>10.759</b>	<b>10.779</b>
Staff costs.....	1	-13.462	-12.387
Depreciation, amortisation and impairment.....		-180	-141
<b>OPERATING LOSS</b> .....		<b>-2.883</b>	<b>-1.749</b>
Other financial income.....		307	-1.019
Other financial expenses.....	2	-774	-377
<b>LOSS BEFORE TAX</b> .....		<b>-3.350</b>	<b>-3.145</b>
Tax on profit/loss for the year.....	3	737	692
<b>LOSS FOR THE YEAR</b> .....	4	<b>-2.613</b>	<b>-2.453</b>

**BALANCE SHEET AT 31 DECEMBER**

<b>ASSETS</b>	<b>Note</b>	<b>2023</b> DKK '000	<b>2022</b> DKK '000
Other plants, machinery, tools and equipment.....		479	529
<b>Property, plant and equipment.....</b>	<b>5</b>	<b>479</b>	<b>529</b>
Rent deposit and other receivables.....		413	410
<b>Financial non-current assets.....</b>	<b>6</b>	<b>413</b>	<b>410</b>
<b>NON-CURRENT ASSETS.....</b>		<b>892</b>	<b>939</b>
Raw materials and consumables.....		7.829	26.849
<b>Inventories.....</b>		<b>7.829</b>	<b>26.849</b>
Trade receivables.....		59.381	91.752
Receivables from group enterprises.....		74	53
Deferred tax assets.....	7	1.595	857
Other receivables.....		0	283
Receivables corporation tax.....		6	20
Prepayments and accrued income.....	8	17.642	2.017
<b>Receivables.....</b>		<b>78.698</b>	<b>94.982</b>
<b>Cash and cash equivalents.....</b>		<b>24.930</b>	<b>6.638</b>
<b>CURRENT ASSETS.....</b>		<b>111.457</b>	<b>128.469</b>
<b>ASSETS.....</b>		<b>112.349</b>	<b>129.408</b>

## BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2023 DKK '000	2022 DKK '000
Share Capital.....	9	500	500
Retained profit.....		-5.394	-2.781
<b>EQUITY.....</b>		<b>-4.894</b>	<b>-2.281</b>
Other liabilities.....		617	617
<b>Non-current liabilities.....</b>	<b>10</b>	<b>617</b>	<b>617</b>
Trade payables.....		69.355	115.500
Payables to group enterprises.....		22.350	2.113
Other liabilities.....		8.414	11.637
Accruals and deferred income.....	11	16.507	1.822
<b>Current liabilities.....</b>		<b>116.626</b>	<b>131.072</b>
<b>LIABILITIES.....</b>		<b>117.243</b>	<b>131.689</b>
<b>EQUITY AND LIABILITIES.....</b>		<b>112.349</b>	<b>129.408</b>
 Contingencies etc.	 12		
Related parties	13		
Consolidated Financial Statements	14		

## EQUITY

DKK '000	Share Capital	Retained profit	Total
Equity at 1 January 2023.....	500	-2.781	-2.281
Proposed profit allocation <sup>4</sup> .....		-2.613	-2.613
<b>Equity at 31 December 2023.....</b>	<b>500</b>	<b>-5.394</b>	<b>-4.894</b>

The share capital consists of 5.000 shares of a nominal value of DKK 500.000. No shares carry any special rights.

There have been no changes in the share capital during the last 6 years

## NOTES

	2023 DKK '000	2022 DKK '000	Note
<b>Staff costs</b>			<b>1</b>
Average number of full time employees	14	13	
Wages and salaries.....	12.161	10.804	
Pensions.....	764	1.126	
Social security costs.....	103	111	
Other staff costs.....	434	346	
	<b>13.462</b>	<b>12.387</b>	
Information on management remuneration is omitted in accordance with the exemption provision in the Danish Financial Statements Act, section 98 b, subsection. 3 No. 2.			
<b>Other financial expenses</b>			<b>2</b>
Group enterprises.....	755	352	
Other interest expenses.....	19	25	
	<b>774</b>	<b>377</b>	
<b>Tax on profit/loss for the year</b>			<b>3</b>
Adjustment of deferred tax.....	-737	-692	
	<b>-737</b>	<b>-692</b>	
<b>Proposed distribution of profit</b>			<b>4</b>
Retained earnings.....	-2.613	-2.453	
	<b>-2.613</b>	<b>-2.453</b>	
<b>Property, plant and equipment</b>			<b>5</b>
		Other plants, machinery, tools and equipment	
Cost at 1 January 2023.....		1.008	
Additions.....		129	
<b>Cost at 31 December 2023.....</b>		<b>1.137</b>	
Depreciation and impairment losses at 1 January 2023.....		479	
Depreciation for the year.....		179	
<b>Depreciation and impairment losses at 31 December 2023.....</b>		<b>658</b>	
<b>Carrying amount at 31 December 2023.....</b>		<b>479</b>	

## NOTES

		Note
<b>Financial non-current assets</b>		<b>6</b>
	Rent deposit and other receivables	
Cost at January 2023.....	410	
Aquisition during the year.....	3	
<b>Cost at 31 December 2023.....</b>	<b>413</b>	
<b>Carrying amount at 31 December 2023.....</b>	<b>413</b>	

<b>Deferred tax assets</b>	<b>7</b>
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Deferred tax is provided for on other plant, fixtures and equipment.

	2023 DKK '000	2022 DKK '000
Deferred tax assets, beginning of year.....	857	165
Deferred tax of the year, income statement.....	738	692
<b>Deferred tax assets 31 December 2023.....</b>	<b>1.595</b>	<b>857</b>
Recognized as follows:		
Deferred tax (assets).....	1.595	857
	<b>1.595</b>	<b>857</b>

The Company's deferred tax assets are recognised in the Balance Sheet at DKK ('000) 1.595. The tax asset relates primarily to unutilised tax losses. The tax asset is recognised on the basis of the expectations for tax profits for the next couple of years, and the tax losses are then expected to be fully utilised. The assessments are based on the Company's realised results over the last 5 years, the budget for the next year and the 5 year forecast. The budgets have been prepared according to the Company's usual budget procedure. Through various launched efficiency measures and increase in market share, the Company expects improved earnings in the years to come.

<b>Prepayments and accrued income</b>		<b>8</b>
Costs.....	17.642	2.017
	<b>17.642</b>	<b>2.017</b>

The prepayments and accrued income mainly consist of prepaid expenses, including insurance and other costs.

## NOTES

					Note
		2023		2022	
		DKK '000		DKK '000	
<b>Share Capital</b>					<b>9</b>
Allocation of share capital:					
A-share, 100 unit in the denomination of 5.000 DKK.....		500		500	
		<b>500</b>		<b>500</b>	
<b>Long-term liabilities</b>					<b>10</b>
	31/12 2023	Repayment	Debt	31/12 2022	
	total liabilities	next year	outstanding	total liabilities	
			after 5 years		
Other liabilities.....	617	0	617	617	
	<b>617</b>	<b>0</b>	<b>617</b>	<b>617</b>	
<b>Accruals and deferred income</b>					<b>11</b>
Deferred income recognised as liabilities consists of payments received regarding revenue in subsequent years.					
<b>Contingencies etc.</b>					<b>12</b>
<b>Contingent liabilities</b>					
		2023		2022	
		DKK '000		DKK '000	
Rental commitments, the remaining non-cancellable period being:					
Within 1 year.....		853		820	
Between 1 and 5 years.....		569		1.367	
		<b>1.422</b>		<b>2.187</b>	
<b>Related parties</b>					<b>13</b>
The Company's related parties include:					
<b>Controlling interest</b>					
Exclusive Networks SAS, 20 quai du Point du Jour, 92100 Boulogne Billancourt, France is the principal shareholder.					
<b>Transactions with related parties</b>					
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.					

**NOTES****Note****Consolidated Financial Statements****14**

The Company is included in the consolidated financial statements of Exclusive Networks SAS, 20 quai du Point du Jour, 92100 Boulogne, Billancourt, France.



## ACCOUNTING POLICIES

The Annual Report of Exclusive Networks Denmark A/S for 2023 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class C as well as selected provisions as regards larger entities.

The Annual Report is prepared consistently with the accounting principles used last year.

## INCOME STATEMENT

### Net revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

### Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

### Other external expenses

Other external costs include costs relating to distribution, sale, advertising, administration, premises, loss on bad debts, operating lease expenses and similar expenses.

### Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

### 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

### Other plants, fixtures and equipment

Other plants, fixtures and equipment are measured at cost less accumulated depreciation and write-down.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used. As regards self-manufactured assets, the cost price includes cost of materials, components, subcontractors, direct payroll and indirect production costs.

**ACCOUNTING POLICIES**

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Other plant, fixtures and equipment.....	3-5 years	0-25 %

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

**Financial non-current assets**

**Impairment of fixed assets**

The carrying amount of tangible assets are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

**Inventories**

Inventories are measured at cost using the FIFO-principle. If the net realisable value is lower than cost, write-down is provided to the lower value.

The cost of merchandise as well as raw materials and consumables is calculated at acquisition price with addition of transportation and similar costs.

**Receivables**

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by write-down to meet expected losses.

**Accruals, assets**

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

**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.

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 would 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.

## ACCOUNTING POLICIES

### Liabilities

Other liabilities are measured at amortised cost equal to nominal value.

### Accruals, liabilities

Accruals recognised as liabilities include payments received regarding income in subsequent years.

### Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the income statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.

## CASH FLOW STATEMENT

With reference to Section 86 of the Danish Financial Statements Act, the company has not prepared a cash flow statement.