

EET Holdings A/S

Bregnerødvej 133D, 3460 Birkerød

CVR no. 36 53 53 34

Annual report 2021

Approved at the Company's annual general meeting on 9 June 2022

Chair of the meeting:

.....
Jan Holmetoft Iversen

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of EET Holdings A/S for the financial year 1 January - 31 December 2021.

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 of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021.

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

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

Birkerød, 9 June 2022
Executive Board:

.....
Jan Holmetoft Iversen

Board of Directors:

.....
Søren Drewsen

.....
Jan Holmetoft Iversen

.....
Claus Ring

Independent auditor's report

To the shareholder of EET Holdings A/S

Opinion

We have audited the financial statements of EET Holdings A/S for the financial year 1 January - 31 December 2021, 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.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

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 as to 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 the 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.

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 note 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 the Management's review.

Our opinion on the financial statements does not cover the 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 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 audit, 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.

Copenhagen, 9 June 2022
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Ole Becker
State Authorised Public Accountant
mne33732

Management's review

Company details

Name	EET Holdings A/S
Address, Postal code, City	Bregnerødvej 133D, 3460 Birkerød
CVR no.	36 53 53 34
Established	6 February 2015
Registered office	Rudersdal
Financial year	1 January - 31 December
Telephone	+45 45 82 19 19
Board of Directors	Søren Drewsen Jan Holmetoft Iversen Claus Ring
Executive Board	Jan Holmetoft Iversen
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Business review

The objective of EET Holdings A/S is to have participating Interests in subsidiaries with activities within development, sale and marketing of information and Communication Technology products in Europe.

EET Holdings A/S was established on 6 February 2015 with the purpose of acquiring the pan-European distributor EET Group, headquartered in Birkerød, north of Copenhagen, Denmark. The acquisition of EET Group was closed on 10 April 2015. EET A/S is the ultimate parent company of the EET Group at 31 December 2021.

The EET Group is present in 20 countries having more than 25 local sales offices which are marketed under the name EET. EET's ambition is to be the preferred and most efficient value-added IT distributor in the European market with the strongest assortment and the deepest know-how within our lines of business. EET markets more than 1,100 trademarks and more than 1.1 million item numbers spread across 6 primary product areas all focusing on the following product areas:

- ▶ Professional Audio Video equipment & Digital Signage products
- ▶ IT components and supplies for computers, servers, storage, mobile devices and printers
- ▶ Network solutions and products
- ▶ Video surveillance and security products
- ▶ Consumer electronics
- ▶ Point of Sale (POS) & AutoID equipment

In 2021, EET Group further strengthened its market positions and lines of business through 2 additional acquisitions - Oprema in the UK and CCTV in Spain - both specialized in the fast-growing market for Surveillance and Security solutions.

Since the foundation of EET a total of 46 acquisitions have been made - and 21 of these have been made during the last 5 years.

Financial review

The income statement for 2021 shows a profit of DKK 11,754 thousand against a loss of DKK 49,384 thousand last year, and the balance sheet at 31 December 2021 shows equity of DKK 300,074 thousand.

Revenue in the subsidiaries grew almost 30% - or DKK 979 million - fueled by an organic growth of DKK 676 million (21%) and acquisitive growth of DKK 303 million. The growth was spread across all geographies and across 5 out of 6 product areas thereby cementing the strong market position of the group.

The income statement for 2021 shows a profit of DKK 11,754 thousand against a loss of DKK 49,384 thousand last year, and the balance sheet at 31 December 2021 shows equity of DKK 300,074 thousand. The profit is as expected.

In 2021, the Company and its subsidiaries generated a net profit of DKK 12 million and a positive total cash flow. Management expects the Group's net profit and total cash flow to be positive in 2022. In 2022 the EET Group changed ownership and new financing structure was in place. The payables to credit institutions were repaid in February 2022. On this basis, Management expects the Group's capital resources to be sufficient to cover the Company's creditors in 2022.

The Company has an intra-group debt of DKK 245 million to the subsidiary EET Group A/S that falls due in 2022 and has been repaid in February 2022. EET Group A/S remains behind to settle other creditors.

Management's review

Events after the balance sheet date

In connection with the change of ownership of the ultimate parent company EET A/S that took place on February 3, 2022, a new financing structure has been implemented whereby all existing bank debt as at 31 December 2021 debt has been replaced.

Furthermore, minority interest in subsidiaries were in connection with the change of ownership also acquired whereby all sales entities hereafter are fully owned by the EET Group.

Today the ultimate owners of EET A/S are the Executive Board. The ownership is exercised through the companies GL1 ApS and Mgt Holdco ApS.

No further events have occurred after the balance sheet date to this date which could influence the evaluation of these financial statements.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2021	2020
	Gross profit	36	27
	Income from investments in group enterprises	34,000	0
3	Financial income	5,119	4,374
4	Financial expenses	-29,617	-57,616
	Profit/loss before tax	9,538	-53,215
5	Tax for the year	2,216	3,831
	Profit/loss for the year	11,754	-49,384
	 Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	11,754	-49,384
		11,754	-49,384

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2021	2020
	ASSETS		
	Fixed assets		
	Investments		
	Investments in group enterprises	967,055	967,055
		<u>967,055</u>	<u>967,055</u>
	Total fixed assets	<u>967,055</u>	<u>967,055</u>
	Non-fixed assets		
	Receivables		
	Receivables from group enterprises	34,879	0
	Deferred tax assets	0	470
	Other receivables	0	26
		<u>34,879</u>	<u>496</u>
	Total non-fixed assets	<u>34,879</u>	<u>496</u>
	TOTAL ASSETS	<u>1,001,934</u>	<u>967,551</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	24,806	24,806
	Retained earnings	275,268	263,514
	Total equity	<u>300,074</u>	<u>288,320</u>
	Liabilities other than provisions		
6	Non-current liabilities other than provisions		
	Amounts owed to credit institutions	455,119	380,125
		<u>455,119</u>	<u>380,125</u>
	Current liabilities other than provisions		
6	Short-term part of long-term liabilities other than provisions	0	57,665
	Trade payables	81	25
	Payables to group enterprises	245,453	235,498
	Other payables	1,207	5,918
		<u>246,741</u>	<u>299,106</u>
	Total liabilities other than provisions	<u>701,860</u>	<u>679,231</u>
	TOTAL EQUITY AND LIABILITIES	<u>1,001,934</u>	<u>967,551</u>

- 1 Accounting policies
- 2 Staff costs
- 7 Contractual obligations and contingencies, etc.
- 8 Collateral
- 9 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK'000	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2020	24,806	312,201	337,007
Transfer through appropriation of loss	0	-49,384	-49,384
Adjustment of hedging instruments at fair value	0	697	697
Equity at 1 January 2021	24,806	263,514	288,320
Transfer through appropriation of profit	0	11,754	11,754
Equity at 31 December 2021	24,806	275,268	300,074

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of EET Holdings A/S for 2021 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.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements. The Company and its subsidiaries are included in the consolidated financial statement for EET A/S.

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

Basis of recognition and measurement

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

On initial recognition, assets and liabilities are measured at cost. Measurement of assets and liabilities after initial recognition is effected as described below for each item.

In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement when earned. Furthermore, costs incurred to achieve earnings for the year are recognised in the income statement, including depreciation/amortisation, impairment losses and provisions as well as reversal of entries as a result of changed accounting estimates, which were formerly recognised in the income statement.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Derivative financial instruments

On initial recognition, derivative financial instruments are recognised at cost in the balance sheet and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are presented as separate items in the balance sheet.

Fair value adjustments of derivative financial instruments designated as and qualifying for recognition as a hedge of the fair value of a recognised asset or liability are recognised in the income statement along with changes in the fair value of the hedged asset or liability.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Fair value adjustments of derivative financial instruments designated and qualifying as hedging of future assets or liabilities are recognised as separate items in the balance sheet and in the hedging reserve under equity. If the forecast transaction results in the recognition of assets or liabilities, amounts previously recognised in equity are transferred to the cost of the asset or liability, respectively. If the forecast transaction results in income or expenses, amounts previously recognised in equity are transferred to the income statement in the period in which the hedged item affects the income statement.

Fair value adjustments of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement on an ongoing basis.

Income statement

Gross profit

The items external administrative expenses and allocated group costs have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Administrative expenses include expenses incurred in the year for company management and administration.

Income from investments in group enterprises relates to dividend received from group enterprises.

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.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries and associates are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of investments in subsidiaries is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Equity

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. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. 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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

2 Staff costs

No remuneration has been paid to the Board of Directors.

The Company has not had any employees in 2021 or in 2020.

	2021	2020
DKK'000		
3 Financial income		
Interest income, group entities	271	109
Gain on foreign currency exchange	161	1,761
Fair value adjustments of derivative financial instruments	4,687	2,504
	<u>5,119</u>	<u>4,374</u>
4 Financial expenses		
Interest on loans and borrowings, etc.	20,034	23,113
Amortisation of borrowing costs	0	11,041
Interest expense, group entities	6,822	7,337
Other financial expenses	2,761	16,125
	<u>29,617</u>	<u>57,616</u>
DKK'000		
5 Tax for the year		
Estimated tax charge for the year	-2,686	-3,634
Deferred tax adjustments in the year	470	-197
	<u>-2,216</u>	<u>-3,831</u>

Financial statements 1 January - 31 December

Notes to the financial statements

6 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 0 falls due for payment after more than 5 years after the balance sheet date.

DKK'000	Total debt at 31/12 2021	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Amounts owed to credit institutions	455,119	0	455,119	0
	455,119	0	455,119	0

In 2021, the Company and its subsidiaries generated a net profit of DKK 104 million and a positive total cash flow. Management expects the Group's net profit and total cash flow to be positive in 2022. In 2022 the EET Group changed ownership and new financing structure was in place. The payables to credit institutions was repaid in February 2022. On this basis, Management expects the Group's capital resources to be sufficient to cover the Company's creditors in 2022.

The Company has an intra-group debt of DKK 245 million to the subsidiary EET Group A/S that falls due in 2022 and has been repaid in February 2022.

7 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly and severally liable for the EET group's bank loans with a nominal value of DKK 994 million (2020: DKK 798 million).

The Company is jointly taxed with other Danish subsidiaries within the group. The Company has joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties in the joint taxation. Any subsequent corrections of the consolidated taxable income and withholding taxes, etc. could lead to an increased liability for the Company.

8 Collateral

Shares in the subsidiary with a net book value of DKK 967 million at 31 December 2021 have been pledged as security for the EET Group's bank loans.

Financial statements 1 January - 31 December

Notes to the financial statements

9 Related parties

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>
EET A/S	Bregnerødvej 133 D, 3460 Birkerød

Related party transactions

EET Holdings A/S was engaged in the below related party transactions:

<u>DKK'000</u>	<u>2021</u>	<u>2020</u>
Interest income, group enterprises	271	109
Interest expense, group enterprises	2,467	7,337
Receivables from group enterprises	38,308	0
Payables to group enterprises	245,453	235,498

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

<u>Name</u>	<u>Domicile</u>
EET A/S	Bregnerødvej 133 D, 3460 Birkerød

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Jan Holmetoft Iversen

Executive Board

On behalf of: EET Holdings A/S

Serial number: PID:9208-2002-2-811470781868

IP: 152.115.xxx.xxx

2022-06-10 11:23:49 UTC

NEM ID 

Jan Holmetoft Iversen

Chair of the meeting

On behalf of: EET Holdings A/S

Serial number: PID:9208-2002-2-811470781868

IP: 152.115.xxx.xxx

2022-06-10 11:23:49 UTC

NEM ID 

Jan Holmetoft Iversen

Board of Directors

On behalf of: EET Holdings A/S

Serial number: PID:9208-2002-2-811470781868

IP: 5.186.xxx.xxx

2022-06-10 12:34:18 UTC

NEM ID 

Claus Ring

Board of Directors

On behalf of: EET Holdings A/S

Serial number: PID:9208-2002-2-499865921925

IP: 176.22.xxx.xxx

2022-06-11 21:25:05 UTC

NEM ID 

Søren Drewsen

Chair

On behalf of: EET Holdings A/S

Serial number: PID:9208-2002-2-387626225784

IP: 152.115.xxx.xxx

2022-06-13 07:37:39 UTC

NEM ID 

Ole Becker

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: CVR:30700228-RID:65669285

IP: 145.62.xxx.xxx

2022-06-13 07:59:20 UTC

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