



Piaster Revisorerne
vi giver bedre råd

Goodwings ApS

Gammel Kongevej 3E, st. th., 1610 København V

Company reg. no. 37 03 67 49

Annual report

1 July 2022 - 30 June 2023

The annual report was submitted and approved by the general meeting on the 1 November 2023.

Morten Rosenmejer
Chairman of the meeting

Piaster Revisorerne, statsautoriseret revisionsaktieselskab
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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of Goodwings ApS for the financial year 1 July 2022 - 30 June 2023.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 30 June 2023 and of the results of the Company's operations for the financial year 1 July 2022 – 30 June 2023.

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

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 1 November 2023

Managing Director

Christian Møller-Holst

Board of directors

Morten Rosenmejer

Arve Johan Andresen

Anders Colding Friis

Hans Henrik Obel

Independent auditor's report

Auditor's representation on the draft financial statements

To the Management of Goodwings ApS

We have audited the draft financial statements of Goodwings ApS for the financial year 1 July 2022 – 30 June 2023. Provided that the annual report is approved by Management in its present form, we will issue the following auditor's report:

Opinion

We have audited the financial statements of Goodwings ApS for the financial year 1 July 2022 - 30 June 2023, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under 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 30 June 2023, and of the results of the Company's operations for the financial year 1 July 2022 - 30 June 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 (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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We refer to management’s descriptions in the annual report’s note 1 regarding significant uncertainty related to going concern. Our opinion on the financial statements is not modified in respect of this matter.

Emphasis of Matter

We refer to management’s descriptions in the annual report’s note 2 regarding significant uncertainty regarding measurement and recognition of tax assets / tax liabilities from tax credit scheme. Our opinion on the financial statements is not modified in respect of this matter

Independent auditor's report

Auditor's representation on the draft financial statements

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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

Independent auditor's report

Auditor's representation on the draft financial statements

- 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'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.

This statement has been prepared solely for internal use by the management of the company.

Independent auditor's report

Auditor's representation on the draft financial statements

Alleroed, 1 November 2023

Piaster Revisorerne

Statsautoriseret Revisionsaktieselskab
Company reg. no. 25 16 00 37

Steen Dahl Andersen

State Authorised Public Accountant
mne29455

Company information

The company

Goodwings ApS
Gammel Kongevej 3E, st. th.
1610 København V

Company reg. no. 37 03 67 49
Established: 17 August 2015
Domicile: Copenhagen
Financial year: 1 July - 30 June

Board of directors

Morten Rosenmejer
Arve Johan Andresen
Anders Colding Friis
Hans Henrik Obel

Managing Director

Christian Møller-Holst

Auditors

Piaster Revisorerne, Statsautoriseret Revisionsaktieselskab
Engholm Parkvej 8
3450 Allerød

Management's review

The principal activities of the company

The primary activities have been the further development of the Company's climate technology solution, in particular to enable businesses to align with emerging legislative GHG disclosure requirements, using technology to enable data collection, decarbonisation and reporting. Simultaneously the focus has been the continuous growth in company subscriptions.

Uncertainties about recognition or measurement

We refer to management's descriptions in the annual report's note 1 and 2 regarding significant uncertainty related to going concern and measurement and recognition of tax assets / tax liabilities from tax credit scheme.

Development in activities and financial matters

During the year the Company received a cash capital increase of DKK 11 million.

Outlook 2023/24

With increasing regulation and stakeholder pressure for businesses to calculate, reduce and report their business travel emissions, the outlook for 23/24 is positive and significant growth is expected.

Events occurring after the end of the financial year

We refer to management's descriptions in the annual report's note 2 regarding significant uncertainty regarding measurement and recognition of tax assets / tax liabilities from tax credit scheme.

Income statement 1 July - 30 June

All amounts in DKK.

<u>Note</u>	<u>2022/23</u>	<u>2021/22</u>
Gross profit	-4.908.923	-2.882.726
3 Staff costs	-8.200.362	-5.725.547
Operating profit	-13.109.285	-8.608.273
Other financial income	30.418	0
Other financial costs	-558.858	-727.588
Pre-tax net profit or loss	-13.637.725	-9.335.861
Tax on net profit or loss for the year	884.664	930.546
Net profit or loss for the year	-12.753.061	-8.405.315
Proposed distribution of net profit:		
Allocated from retained earnings	-12.753.061	-8.405.315
Total allocations and transfers	-12.753.061	-8.405.315

Balance sheet at 30 June

All amounts in DKK.

Assets		
<u>Note</u>	<u>2023</u>	<u>2022</u>
Non-current assets		
4 Income tax receivables	884.664	930.546
Total investments	884.664	930.546
Total non-current assets	884.664	930.546
Current assets		
Trade receivables	106.498	74.296
5 Income tax receivables	930.546	1.385.201
Other receivables	756.582	9.389.421
6 Prepayments	274.635	0
Total receivables	2.068.261	10.848.918
Cash on hand and demand deposits	9.553.470	795.743
Total current assets	11.621.731	11.644.661
Total assets	12.506.395	12.575.207

Balance sheet at 30 June

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2023</u>	<u>2022</u>
Equity		
Contributed capital	750.018	620.240
Retained earnings	259.880	1.924.448
Total equity	<u>1.009.898</u>	<u>2.544.688</u>
Liabilities other than provisions		
7 Other long-term payables	8.250.442	7.746.331
Total long term liabilities other than provisions	<u>8.250.442</u>	<u>7.746.331</u>
Bank loans	0	8
Prepayments received from customers	0	18.327
Trade payables	781.584	408.743
Other payables	1.879.222	1.648.536
Deferred income	585.249	208.574
Total short term liabilities other than provisions	<u>3.246.055</u>	<u>2.284.188</u>
Total liabilities other than provisions	<u>11.496.497</u>	<u>10.030.519</u>
Total equity and liabilities	<u>12.506.395</u>	<u>12.575.207</u>
1 Uncertainties relating to going concern		
2 Uncertainties concerning recognition and measurement		
8 Charges and security		
9 Contingencies		

Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 July 2021	512.137	7.865	520.002
Cash capital increase	108.103	0	108.103
Retained earnings for the year	0	-8.405.315	-8.405.315
Transferred from share premium	0	10.321.898	10.321.898
Equity 1 July 2022	620.240	1.924.448	2.544.688
Cash capital increase	129.778	0	129.778
Retained earnings for the year	0	-12.753.061	-12.753.061
Transferred from share premium	0	11.088.493	11.088.493
	750.018	259.880	1.009.898

Notes

All amounts in DKK.

1. Uncertainties relating to going concern

The company's business is still in development stage and growing. Going concern for 2023/24 depend on company's ability to increase sales and growth or to raise further funding from investors.

2. Uncertainties concerning recognition and measurement

Company has during fiscal years 2015/16 – 2022/23 recognized negative corporate tax of total 9,6 million DKK due to research and development costs (Danish tax credit scheme).

In September 2023 the company experienced a tax audit from The Danish Tax Agency for the income years 2019/20, 2020/21 and 2021/22.

As part of this audit The Danish Tax Agency has questioned that company's research and development activities comply with the condition's eligibility for the Danish tax credit scheme. The Danish Tax Agency suggest to correct the company's tax returns with an effective tax credit amount of 4,1 million DKK. Of this amount company has already received payments of tax credit refund total 3,2 million DKK for the years 2019/20 and 2020/21 and company has applied for tax credit refund of 0,9 million DKK for 2021/22.

After receiving The Tax Agency's suggestion the company has engaged a tax attorney. Company's management has together with the attorney evaluated the circumstances and believes that company's research and development activities comply with the condition's eligibility for the Danish tax credit scheme and that company can provide sufficient proof for this. The attorney has evaluated and responded, that company will most likely either convince The Tax Agency or win if the dispute should be settled in the National Tax Tribunal. Management has opted not to account for any write-downs or provision for losses in the annual report 2022/23 regarding tax credit scheme.

If company ends up not convincing The Tax Agency or lose a potential dispute in the National Tax Tribunal, the company will need to account for write-down of tax receivables of 1,8 million DKK for 2022/23 and 2021/22 and provision for tax losses of 3,2 million DKK for 2019/20 and 2020/21, total 5,0 million DKK. This would entail a reduction of 5,0 million DKK in equity at 30 June 2023, a reduction of 1,8 million DKK in tax receivables at 30 June 2023, and a total tax cost of 5,0 million DKK. It would also entail legal costs for the company and company will need to pay back 3,2 million DKK to The Danish Tax Agency plus interest.

The dispute implies a significant uncertainty regarding measurement and recognition in annual report 2022/23.

Notes

All amounts in DKK.

	<u>2022/23</u>	<u>2021/22</u>
3. Staff costs		
Salaries and wages	8.092.678	5.648.999
Pension costs	34.334	24.803
Other costs for social security	<u>73.350</u>	<u>51.745</u>
	<u>8.200.362</u>	<u>5.725.547</u>
Average number of employees	<u>15</u>	<u>11</u>
4. Income tax receivables		
Corporate tax for the year 2022/23 due to research and development costs (Danish tax credit scheme) amounts to 884 t.DKK. Payment is expected to be received in November 2024. We refer to descriptions in note 2 regarding significant uncertainty regarding measurement and recognition of tax credit scheme.		
5. Income tax receivables		
Corporate tax for the year 2021/22 due to research and development costs (Danish tax credit scheme) amounts to 930 t.DKK. Payment is expected to be received during 2023/24. We refer to descriptions in note 2 regarding significant uncertainty regarding measurement and recognition of tax credit scheme.		
6. Prepayments		
Carbon credit inventory	<u>274.635</u>	<u>0</u>
	<u>274.635</u>	<u>0</u>
Prepayments contain of Carbon credit's that can be offset for future carbon reports.		

Notes

All amounts in DKK.

	<u>30/6 2023</u>	<u>30/6 2022</u>
7. Other long-term payables		
Total other long-term payables	8.250.442	7.746.331
Share of amount due within 1 year	<u>0</u>	<u>0</u>
Total other long-term payables	<u>8.250.442</u>	<u>7.746.331</u>
Share of liabilities due after 5 years	<u>0</u>	<u>0</u>

Other long-term payables is a COVID-19 Business Angel Loan from Vækstfonden including accrued and added interests. The loan, including compounded interests, shall be amortised as an annuity loan with quarterly repayments of interests and instalments in the period from 1 October 2024 - 1 October 2026.

If a founder's or investor's share in the company are transferred for a gross proceeds of more than DKK 169,5612 per share, this is considered as a Qualified Sale. In the event of a Qualified Sale of the company, or received Qualified Equity Investment, the loan amount will be due for full and final repayment to Vækstfonden.

8. Charges and security

	<u>DKK</u>
Bank balance pledged as security for any debt to Danske Bank	38.923

Notes

All amounts in DKK.

9. Contingencies

Contingent liabilities

	DKK
Payments regarding lease of office space in the leaseperiod up until 30/4 2024, amounts to:	560.000
Payments regarding carbon offset product agreements in the period up until 31/12 2023, amounts to	143.010
Total contingent liabilities	703.010

Other liabilities

If a founder's or investor's share in the company are transferred for a gross proceeds of more than DKK 169,5612 per share, this is considered as a Qualified Sale. In the event of a Qualified Sale of the company, or received Qualified Equity Investment, company shall pay a bonus of maximum 7,05 million DKK to Vækstfonden deducted already paid interests regarding the loan disclosed in note 7.

We refer to descriptions in note 2 regarding significant uncertainty regarding measurement and recognition of tax credit scheme.

Warrents

The company has issued warrants according to the company's Articles of Association.

Accounting policies

The annual report for Goodwings ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Gross loss

Gross loss or gross profit comprises revenue, cost of sales, other operating income, and external costs.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

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

Accounting policies

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of intangible and tangible assets as well as operating loss and conflict compensation. Compensation is recognized when it is overwhelmingly probable that the company will receive the compensation.

Other external costs comprise costs incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Other operating costs

Other operating costs comprise items of secondary nature as regards the principal activities of the enterprise, including losses on the disposal of intangible and tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

Statement of financial position

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

Prepayments and accrued income

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank.

Accounting policies

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Accruals and deferred income

Payments received concerning future income are recognised under deferred income and prepayments received from customers.

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Morten Rosenmejer

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Morten Rosenmejer

Dirigent

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Christian Møller-Holst

Direktør

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Arve Johan Andresen

Bestyrelsesmedlem

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Hans Henrik Obel

Bestyrelsesmedlem

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Anders Colding Friis

Bestyrelsesmedlem

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Steen Dahl Andersen

PIASTER REVISORERNE, STATS-AUTORISERET REVISIONSAKTIESELSKAB

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