

Mercury Engineering ApS

c/o TMF Group A/S, Købmagergade 60, 1. tv.
1150 København K
Denmark

CVR no. 37 36 91 01

Annual report 2019

The annual report was presented and approved at the
Company's annual general meeting on

2 July 2020

DocuSigned by:

Ronan Lynch

Ronan Lynch
chairman

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Statement by the Executive Board

The Executive Board has today discussed and approved the annual report of Mercury Engineering ApS for the financial year 1 January – 31 December 2019.

The annual report has been 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 assets, liabilities and financial position at 31 December 2019 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2019.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters, of the results for the year and of the Company's financial position.

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

Copenhagen, 2 July 2020
Executive Board:

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Reginald Wayne Rogers
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Reginald Wayne Rogers

DocuSigned by:
Patrick Hickey-Dwyer
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Patrick Hickey-Dwyer

DocuSigned by:
Ronan Lynch
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Ronan Lynch

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Eoin Vaughan
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Eoin Vaughan



Independent auditor's report

To the shareholder of Mercury Engineering ApS

Opinion

We have audited the financial statements of Mercury Engineering ApS for the financial year 1 January – 31 December 2019 comprising income statement, balance sheet, statement of changes in equity, cash flow statement 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 Company's assets, liabilities and financial position at 31 December 2019 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report.

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility 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 that 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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 judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the company 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



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Independent auditor's report

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 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 Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 2 July 2020

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

DocuSigned by:

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Martin Eiler
State Authorised
Public Accountant
mne32271

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Management's review

Company details

Mercury Engineering ApS
c/o TMF Group A/S
Købmagergade 60, 1. tv.
1150 København K
Denmark

CVR no.:	37 36 91 01
Established:	11 January 2016
Registered office:	København
Financial year:	1 January – 31 December

Executive Board

Reginald Wayne Rogers
Patrick Hickey-Dwyer
Ronan Lynch
Eoin Vaughan

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfaergevej 28
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Denmark

Attorneys

Skau Reipurth & Partnere
Amaliegade 37
1256 København K

Bank

Danske Bank A/S
Holmens Kanal 2-12
1092 København K

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Management's review

Financial highlights

DKK'000	2019	2018	2017	2016
Key figures				
Gross profit/loss	79,332	90,089	23,288	-1,075
Ordinary operating profit/loss	11,807	24,479	2,935	-1,075
Profit/loss from financial income and expenses	-245	0	0	0
Profit/loss for the year	8,990	19,487	2,252	-1,073
Total assets	138,960	387,961	189,219	64
Equity	29,706	20,716	1,229	-1,023
Investment in property, plant and equipment	0	0	0	0
Current ratio	149.56%	109.00%	101.88%	5.89%
Return on equity	35.66%	44.55%	8.38%	-104.89%
Solvency ratio	21.38%	3.15%	0.65%	-1,598.44%

Financial ratios are calculated in accordance with the guidelines "Recomendations and Ratios" issued by the Danish Society of Financial Analysts. The financial ratios have been calculated as follows:

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

Return on equity
$$\frac{\text{Profit/loss from ordinary activities after tax} \times 100}{\text{Average equity}}$$

Solvency ratio
$$\frac{\text{Equity ex. non-controlling interests at year end} \times 100}{\text{Total equity and liabilities at year end}}$$

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Management's review

Operating review

Principal activities

The principal activity of the company is the design and installation of mechanical and electrical systems and provision of project management and engineering services.

Development in activities and financial position

The Company's results for the year were in line with expectations. The profit for the year after taxation amounted to DKK 8.990 thousand (2018 DKK 19,487 thousand).

Events after the balance sheet date

Covid-19:

In the first half of 2020, the outbreak of Covid-19 spread throughout Europe. The initial impact of this has been significant and has resulted in a slowdown in economic activity. The effect of Covid-19 presents many risks for the Company, the effects of which cannot be fully quantified at the time of approving the financial statements. The Directors consider that there is no expected impact on 2019 results. Any potential impact on 2020 results is as yet undetermined.

Although the effects cannot be fully determined, the Directors believe that the main risks associated with Covid-19 are: an initial slow down in trading activity due to restricted working practices and some temporary closure of projects; a prolonged period of government recommendations and restrictions on the movement of people to contain the virus; and a potential reduction in economic activity due to new work practices to safeguard employee safety in the workplace.

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Income statement

DKK'000	Note	2019	2018
Gross profit		79,332	90,089
Staff costs	2	<u>-67,525</u>	<u>-65,610</u>
Operating profit		11,807	24,479
Financial income	3	16	700
Financial expenses	4	<u>-261</u>	<u>-448</u>
Profit before tax		11,562	24,731
Tax on profit for the year		<u>-2,572</u>	<u>-5,244</u>
Profit for the year	5	<u><u>8,990</u></u>	<u><u>19,487</u></u>

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Balance sheet

DKK'000	Note	2019	2018
ASSETS			
Current assets			
Receivables			
Trade receivables		17,293	172,634
Receivables from group entities		16,872	74,328
Construction contracts	6	28,394	22,136
Other receivables		65,196	93,421
Corporation tax		942	0
		<u>128,697</u>	<u>362,519</u>
Cash at bank and in hand		<u>10,263</u>	<u>25,442</u>
Total current assets		<u>138,960</u>	<u>387,961</u>
TOTAL ASSETS		<u><u>138,960</u></u>	<u><u>387,961</u></u>

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Balance sheet

DKK'000	Note	2019	2018
EQUITY AND LIABILITIES			
Equity			
Contributed capital	7	50	50
Retained earnings		29,656	20,666
Total equity		<u>29,706</u>	<u>20,716</u>
Provisions			
Other provisions	8	16,342	11,320
Total provisions		<u>16,342</u>	<u>11,320</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Construction contracts	6	47,803	158,813
Trade payables		34,538	104,645
Payables to group entities		0	11
Corporation tax		0	3,111
Other payables		10,571	89,345
		<u>92,912</u>	<u>355,925</u>
Total liabilities other than provisions		<u>92,912</u>	<u>355,925</u>
TOTAL EQUITY AND LIABILITIES		<u>138,960</u>	<u>387,961</u>
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Statement of changes in equity

DKK'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2019	50	20,666	20,716
Transferred over the profit appropriation	0	8,990	8,990
Equity at 31 December 2019	50	29,656	29,706

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Cash flow statement

DKK'000	Note	2019	2018
Profit for the year		8,990	19,487
Other adjustments of non-cash operating items	11	5,022	22,911
Financial income		-16	-700
Financial expenses		261	448
Cash flows from operations before changes in working capital		14,257	42,146
Changes in working capital	12	-82,583	90,444
Cash flows from ordinary activities		-68,326	132,590
Interest income		16	700
Interest expense		-261	-448
Corporation tax paid		-4,053	-2,859
Cash flows from operating activities		-72,624	129,983
Shareholders:			
Repayment of debt to group entities		-11	-34,432
Increase of receivables to group entities		57,456	-74,328
Cash flows from financing activities		57,445	-108,760
Cash flows for the year		-15,179	21,223
Cash and cash equivalents at the beginning of the year		25,442	4,219
Cash and cash equivalents at year end		10,263	25,442

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1 Accounting policies

The annual report of Mercury Engineering ApS for 2019 has been prepared in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

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

Gross profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company disclose gross profit by aggregating revenue, costs of sales and other external costs.

Revenue

Revenue consists of construction revenue generated through construction contracts.

Contract work in progress is recognised as revenue as the production is carried out. Accordingly, revenue corresponds to the selling price of work performed during the year (the percentage of completion method). Revenue is recognised when total income and expenses and the stage of completion of the contract at the balance sheet date can be reliably calculated and when it is probable that the economic benefits, including payment, will flow to the Company.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

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1 Accounting policies (continued)

Tax on profit/loss for the year

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received.

Construction contracts

Construction contracts are measured at the selling price of the work performed less progress billings and expected losses. The selling price is measured on the basis of the stage of completion at the balance sheet date and the projected income from the individual construction contract. The stage of completion is stated as the share of costs incurred in proportion to estimated total costs relating to the individual construction contract.

When the selling price of a construction contract cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual construction contract is recognised in the balance sheet as receivables or payables, respectively. Net assets comprise the total of construction contracts where the selling price of the work performed exceeds progress billings. Net liabilities comprise the total of construction contracts where progress billings exceed the selling price.

Costs arising from sales work and contracting are recognised in the income statement as incurred.

Cash and cash equivalents

Cash and cash equivalents comprise of cash.

Equity

Dividends

The expected dividends payment for the year is disclosed as a separate item under equity.

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1 Accounting policies (continued)

Provisions

Provisions are recognised when, as a result of past events, the Company has a legal or a constructive obligation, and it is probable that there may be outflow of resources embodying economic benefits to settle the obligation. Provisions are measured at value in use.

Warranties comprise obligations to make good any defects within the warranty period. Provisions are recognised based on the Company's experience with warranties. Provisions expected to be maintained for more than one year from the balance sheet date are discounted at a rate reflecting risk and the due date for payment.

When it is probable that total costs will exceed total income from a construction contract, the total projected loss on the work is recognised as a provision. The provision is recognised as production costs.

Liabilities other than provisions

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at net realisable value.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with 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. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

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1 Accounting policies (continued)

Cash flow statement

The cash flow statement shows the Company's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and divestment of entities is shown separately in cash flows from investing activities. Cash flows relating to acquired entities are recognised in the cash flow statement from the date of acquisition, and cash flows relating to divested entities are recognised up to the date of divestment.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Company's share of profit/loss for the year adjusted for non-cash operating items, changes in working capital and corporation tax paid.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities and activities, intangible assets, property, plant and equipment and investments.

Cash flows from financing activities

Cash flows from financing activities comprise changes in size or composition of the Company's share capital and costs in this respect as well as raising of loans, instalments on interest-bearing debt and distribution of dividends to owners.

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Notes

DKK'000	<u>2019</u>	<u>2018</u>
2 Staff costs		
Wages and salaries	63,409	54,028
Pensions	1,628	1,284
Other social security costs	2,488	0
Other staff costs	<u>0</u>	<u>10,298</u>
	<u>67,525</u>	<u>65,610</u>
Average number of full-time employees	<u>68</u>	<u>80</u>
The management is remunerated from the parent company and this cost is a part of an internal service level agreement between Mercury Engineering ApS and the Mercury Engineering UC, where the following amounts are separated as management remuneration:		
Management remuneration amounts in the financial year 2019 to 2,112 tDKK (2018: 2,175 tDKK.)		
3 Financial income		
Exchange adjustments	<u>16</u>	<u>700</u>
	<u>16</u>	<u>700</u>
4 Financial expenses		
Other financial costs	195	321
Exchange adjustments costs	<u>66</u>	<u>127</u>
	<u>261</u>	<u>448</u>
5 Proposed profit appropriation		
Retained earnings	<u>8,990</u>	<u>19,487</u>
	<u>8,990</u>	<u>19,487</u>
6 Construction contracts		
Work in progress at selling price	502,177	917,806
Billed on account to customers	<u>-482,768</u>	<u>-1,054,483</u>
	<u>19,409</u>	<u>-136,677</u>
which can be specified as follows:		
Contract work in progress classified as assets	28,394	22,136
Contract work in progress classified as liabilities	<u>-47,803</u>	<u>-158,813</u>
	<u>-19,409</u>	<u>-136,677</u>

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DKK'000

	2019	2018
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7 Equity

The contributed capital consists of 50,000 shares of a nominal value of DKK 1 each.

All shares rank equally.

8 Provisions

Provision for warranty	-16,342	-11,320
Other provisions at 31 December	-16,342	-11,320

9 Contractual obligations, contingencies, etc.

Operating lease obligations

Remaining operating lease obligations at the balance sheet date fall due at DKK 261 thousand (2018: DKK 2,035 thousand).

10 Related party disclosures

Control

Mercury Engineering UC, Mercury House, Ravens Rock Rd, Sandyford, Dublin 18, Ireland.

Mercury Engineering UC holds the majority of the contributed capital in the Company.

Related party transactions

Engineering & project service from parent company	58,238	79,232
Short term funding from Mercury Engineering GmbH	1	11
Receivables from Mercury Engineering Sweden AB	437	73,243
Receivables from Mercury Engineering and Building Services Ltd.	328	1,074

Remuneration to the Parent Company's Executive Board and Board of Directors is disclosed in note 2.

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Consolidated financial statements

Mercury Engineering ApS is part of the consolidated financial statements of Mercury Engineering UC, in which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of Mercury Engineering UC can be obtained by contacting the companies at the addresses above.

Mercury Engineering ApS is part of the consolidated financial statements of Mercury Partnership Ltd., registered office in Douglas, Isle of Man, which is the largest group in which the Company is included as a subsidiary.

The consolidated financial statements of Mercury Partnership Ltd., can be obtained by contacting the Company.

DKK'000	<u>2019</u>	<u>2018</u>
11 Other adjustments		
Provisions	-5,022	-22,386
Other	<u>0</u>	<u>-525</u>
	<u>-5,022</u>	<u>-22,911</u>
12 Change in working capital		
Change in receivables	177,308	-298,233
Change in trade and other payables	<u>-259,891</u>	<u>388,677</u>
	<u>-82,583</u>	<u>90,444</u>