Mercury Engineering ApS

c/o TMF Group A/S
H.C. Andersens Boulevard 38, 3. th
1553 København K
Denmark

CVR no. 37 36 91 01

Annual report 2021

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

7 July 2022

Rikke Louise Steenberg
Chairman

Contents

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 2021.

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 2021 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2021.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's activities 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, 7 July 2022
Executive Board:

Eoin Vaughan	Ronan Lynch	Patrick Hickey-Dwyer

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 2021 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 2021 and of the results of the Company's operations and cash flows 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 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.

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

Independent auditor's report

— 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 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, 7 July 2022
KPMG
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Lau Bent Baun
State Authorised
Public Accountant
mne26708

Management's review

Company details

Mercury Engineering ApS
c/o TMF Group A/S
H.C. Andersens Boulevard 38, 3. th
1553 København K
Denmark

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

Executive Board

Eoin Vaughan
Ronan Lynch
Patrick Hickey-Dwyer

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
DK-2100 København Ø
CVR no. 25 57 81 98

Attorneys

Skau Reipurth & Partnere
Amaliegade 37
1256 København K
Denmark

Bank

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

Management's review

Financial highlights

DKK'000	2021	2020	2019	2018	2017
Key figures					
Gross profit	27,656	16,794	79,332	90,089	23,288
Profit before financial income and expenses	3,406	2,177	11,807	24,479	2,935
Loss from financial income and expenses	-242	-314	-245	0	0
Profit for the year	2,459	1,463	8,990	19,487	2,252
Total assets	106,991	153,136	138,960	387,961	189,219
Equity	33,628	31,169	29,706	20,716	1,229
Investment in property, plant and equipment	74	152	0	0	0
Current ratio	151.75%	140.40%	149.56%	109.00%	101.88%
Return on equity	7.59%	4.81%	35.66%	44.55%	8.38%
Solvency ratio	31.43%	20.35%	21.38%	3.15%	0.65%

The financial ratios have been calculated as follows:

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

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

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

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 income statement for 2021 shows a profit of DKK 2,459 thousand as against DKK 1,463 thousand in 2020. Equity in the Company's balance sheet at 31 December 2021 stood at DKK 33,628 thousand as against DKK 31,169 thousand at 31 December 2020.

The performance and development of the Company is in line with the Directors' expectations. The Company will continue to provide its existing services to industry and to pursue new business opportunities and increase its customer base by further developing the markets in which it operates.

Events after the balance sheet date

No events have occurred after the balance sheet date which could significantly affect the Company's financial position.

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2021	2020
Gross profit		27,656	16,794
Staff costs	2	-24,194	-14,607
Depreciation, amortisation and impairment losses		-56	-10
Profit before financial income and expenses		3,406	2,177
Other financial income	3	0	5
Other financial expenses	4	-242	-319
Profit before tax		3,164	1,863
Tax on profit for the year	5	-705	-400
Profit for the year	6	2,459	1,463

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	31/12 2021	31/12 2020
ASSETS			
Fixed assets			
Property, plant and equipment	7		
Fixtures and fittings, tools and equipment		160	142
Total fixed assets		160	142
Current assets			
Receivables			
Trade receivables		72,377	50,331
Receivables from group entities		0	89,352
Contract work in progress	8	27,761	3,085
Other receivables		1,931	860
Corporation tax		715	582
		102,784	144,210
Cash at bank and in hand		4,047	8,784
Total current assets		106,831	152,994
TOTAL ASSETS		106,991	153,136

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	31/12 2021	31/12 2020
EQUITY AND LIABILITIES			
Equity			
Contributed capital	9	50	50
Retained earnings		33,578	31,119
Total equity		33,628	31,169
Provisions	10		
Other provisions		2,965	12,994
Total provisions		2,965	12,994
Liabilities other than provisions			
Current liabilities other than provisions			
Construction contracts	8	2,056	71,669
Trade payables		25,466	24,410
Payables to group entities		31,018	0
Other payables		11,858	12,894
		70,398	108,973
Total liabilities other than provisions		70,398	108,973
TOTAL EQUITY AND LIABILITIES		106,991	153,136

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Financial statements 1 January – 31 December

Statement of changes in equity

DKK'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2021	50	31,119	31,169
Transferred over the profit appropriation	0	2,459	2,459
Equity at 31 December 2021	50	33,578	33,628

Financial statements 1 January – 31 December

Cash flow statement

DKK'000	Note	2021	2020
Profit for the year		2,459	1,463
Other adjustments of non-cash operating items	13	-10,029	-3,348
Depreciation, amortisation and impairment losses		56	10
Financial income		0	-5
Financial expenses		242	319
Cash flows from operations before changes in working capital		-7,272	-1,561
Changes in working capital	14	-117,519	72,668
Cash flows from ordinary activities		-124,791	71,107
Interest income		0	5
Interest expense		-242	-319
Corporation tax paid		0	360
Cash flows from operating activities		-125,033	71,153
Acquisition of property, plant and equipment		-74	-152
Cash flows from investing activities		-74	-152
Shareholders:			
Decrease of receivables to group entities		120,370	0
Increase of receivables to group entities		0	-72,480
Cash flows from financing activities		120,370	-72,480
Cash flows for the year		-4,737	-1,479
Cash and cash equivalents at the beginning of the year		8,784	10,263
Cash and cash equivalents at year-end		4,047	8,784

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Mercury Engineering ApS for 2021 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.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates 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, payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

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.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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.

Tax on profit 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.

Balance sheet

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	3 years

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of property, plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable 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. The effective interest rate for the individual receivable or portfolio is used as discount rate.

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.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

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.

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 contract work in progress, 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 amortised cost.

Financial statements 1 January – 31 December

Notes

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.

Cash and cash equivalents

Cash and cash equivalents comprise cash, bank deposits and short-term marketable securities with a term of three months or less which are easily convertible into cash and which are subject to only an insignificant risk of changes in value.

Financial statements 1 January – 31 December

Notes

DKK'000		2021	2020
2	**Staff costs**		
	Wages and salaries	23,346	13,818
	Pensions	77	168
	Other social security costs	771	621
		24,194	14,607
	Average number of full-time employees	26	17

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 2021 to 519 tDKK (2020: 213 tDKK.)

In accordance with section 98b(3) of the Danish Financial Statements Act, remuneration of the Executive Board and the Board of Directors is presented as an aggregate single amount.

		2021	2020
3	**Financial income**		
	Other interest income	0	5
		0	5
4	**Financial expenses**		
	Other financial costs	105	97
	Exchange adjustments costs	137	222
		242	319
5	**Tax on profit for the year**		
	Current tax for the year	705	413
	Adjustment of tax concerning previous years	0	-13
		705	400
6	**Proposed profit appropriation**		
	Retained earnings	2,459	1,463
		2,459	1,463

Financial statements 1 January – 31 December

Notes

7 Property, plant and equipment

DKK'000	Fixtures and fittings, tools and equipment
Cost at 1 January 2021	152
Additions for the year	74
Cost at 31 December 2021	226
Depreciation and impairment losses at 1 January 2021	-10
Depreciation for the year	-56
Depreciation and impairment losses at 31 December 2021	-66
Carrying amount at 31 December 2021	160

DKK'000	31/12 2021	31/12 2020

8 Construction contracts

Work in progress at selling price	296,849	1,794,490
Billed on account to customers	-271,144	-1,725,906
	25,705	68,584
which can be specified as follows:		
Contract work in progress classified as assets	27,761	3,085
Contract work in progress classified as liabilities	-2,056	-71,669
	25,705	-68,584

9 Equity

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

All shares rank equally.

10 Provisions

Provision for warranty	-2,965	-12,994
Other provisions at 31 December	-2,965	-12,994

11 Contractual obligations, contingencies, etc.

Operating lease obligations

Remaining operating lease obligations at the balance sheet date fall due at DKK 981 thousand (2020: DKK 828 thousand)

Financial statements 1 January – 31 December

Notes

12 Related party disclosures

Mercury Engineering ApS' related parties comprise following:

Control

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

Mercury Engineering UC holds 100% of the contributed capital in the Company.

Related party transactions

DKK'000	2021	2020
Engineering & project service from parent company	109,912	69,541
Short term funding from Mercury Engineering GmbH	(163)	(1,074)
Receivables/(Payables) from Mercury Engineering Sweden AB	(2,983)	(437)
Receivables/(Payables) from Mercury Engineering and Building Services Ltd.	(2,228)	(328)
Receivables/(Payables) from Mercury Engineering B.V.	(287)	(28)
Receivables/(Payables) from Mercury Engineering Unlimited Company from Mercury Engineering ApS	(25,367)	-

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

Consolidated financial statements

Mercury Engineering ApS is part of the consolidated financial statements of Mercury Engineering UC, 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 company at the address 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 at the adress above.

DKK'000	2021	2020
13 Other adjustments		
Provisions	10,029	3,348
	10,029	3,348

Financial statements 1 January – 31 December

Notes

14 Change in working capital

DKK'000	2021	2020
Change in receivables	-47,926	55,724
Change in trade and other payables	-69,593	16,944
	-117,519	72,668