

ACT.Global Sport ApS

Kajakvej 2, 2770 Kastrup

Company reg. no. 37 53 58 69

Annual report

1 March 2016 - 30 June 2017

The annual report have been submitted and approved by the general meeting on the 5 January 2018.



Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, British 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 report

The board of directors and the managing director have today presented the annual report of ACT.Global Sport ApS for the financial year 1 March 2016 to 30 June 2017.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 30 June 2017 and of the company's results of its activities in the financial year 1 March 2016 to 30 June 2017.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Kastrup, 5 January 2018



Managing Director



Kim Allan Friis Larsen

Board of directors

Kim Allan Friis Larsen



Carsten Jensen



Jeppe Rowlandson Stokholm

Independent auditor's report

To the shareholders of ACT.Global Sport ApS

Opinion

We have audited the annual accounts of ACT.Global Sport ApS for the financial year 1 March 2016 to 30 June 2017, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 30 June 2017 and of the results of the company's operations for the financial year 1 March 2016 to 30 June 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. The management is also responsible for such internal control as the management determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report including an opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements may arise due to fraud or error and may be considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions made by users on the basis of the annual accounts.

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about 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 annual accounts 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 annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Independent auditor's report

Furthermore, 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 believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 5 January 2018

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36



Ulrik Bloch-Sørensen
State Authorised Public Accountant
MNE-nr. 2913



Martin Bomholtz
State Authorised Public Accountant
MNE-nr. 34117

Company data

The company

ACT.Global Sport ApS
Kajakvej 2
2770 Kastrup

Company reg. no. 37 53 58 69
Established: 1 March 2017
Financial year: 1 March - 30 June

Board of directors

Kim Allan Friis Larsen
Carsten Jensen
Jeppe Rowlandson Stockholm

Managing Director

Kim Allan Friis Larsen

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab
Stockholmsgade 45
2100 København Ø

Management's review

The principal activities of the company

The company's main activity is to do business with the sale of Cleantech products in the sports sector and other related companies.

Development in activities and financial matters

The gross loss for the year is DKK -867.731. The results from ordinary activities after tax are DKK -2.546.270. The result is in accordance with managements expectation.

The continued operation of the company is dependent on the loan with the parent company, ACT.Global A/S is being maintained, and that additional funds are provided in order for the company to continue its operation throughout the financial year 2017/2018.

The Parent Company has provided the company with a letter of support valid until 30 June 2018, which obliges the parent company to maintain the current loan with the company, and to provide the company with the necessary funds as may be required to ensure that the company maintains capital and liquidity levels to enable the company at all times to meet its obligations in conformity with standards of prudence generally accepted for the company's field of business.

More than half of the company's contributed capital is lost. Management expects the capital to be re-established during the next financial year.

Profit and loss account

<u>Note</u>	1/3 2016 <u>- 30/6 2017</u>
Gross loss	-867.731
2 Staff costs	<u>-2.233.492</u>
Operating profit	-3.101.223
3 Other financial costs	<u>-105.847</u>
Results before tax	-3.207.070
Tax on ordinary results	<u>660.800</u>
Results for the year	<u>-2.546.270</u>
 Proposed distribution of the results:	
Allocated from results brought forward	<u>-2.546.270</u>
Distribution in total	<u>-2.546.270</u>

Balance sheet

Assets	30/6 2017
<u>Note</u>	<u></u>
Current assets	
Trade debtors	71.373
Deferred tax assets	660.800
Other debtors	<u>32.100</u>
Debtors in total	<u>764.273</u>
Available funds	<u>27.992</u>
Current assets in total	<u>792.265</u>
Assets in total	<u>792.265</u>

Balance sheet

Equity and liabilities		
<u>Note</u>		<u>30/6 2017</u>
Equity		
4	Contributed capital	50.000
5	Results brought forward	<u>-2.546.270</u>
	Equity in total	<u>-2.496.270</u>
Liabilities		
	Trade creditors	36.482
	Debt to group enterprises	2.094.180
	Other debts	<u>1.157.873</u>
	Short-term liabilities in total	<u>3.288.535</u>
	Liabilities in total	<u>3.288.535</u>
	Equity and liabilities in total	<u>792.265</u>

1 Information regarding the financing of the continued operations of the company

6 Contingencies

Notes

1. Information regarding the financing of the continued operations of the company

The continued operation of the company is dependent on the loan with the parent company, ACT.Global A/S is being maintained, and that additional funds are provided in order for the company to continue its operation throughout the financial year 2017/2018.

The Parent Company has provided the company with a letter of support valid until 30 June 2018, which obliges the parent company to maintain the current loan with the company, and to provide the company with the necessary funds as may be required to ensure that the company maintains capital and liquidity levels to enable the company at all times to meet its obligations in conformity with standards of prudence generally accepted for the company's field of business.

2. Staff costs

Salaries and wages	2.161.775
Pension costs	52.262
Other staff costs	19.455
	<u>2.233.492</u>
 Average number of employees	 <u>3</u>

3. Other financial costs

Financial costs, group enterprises	58.201
Other financial costs	47.646
	<u>105.847</u>

4. Contributed capital

Contributed capital 1 March 2016	50.000
	<u>50.000</u>

5. Results brought forward

Profit or loss for the year brought forward	-2.546.270
	<u>-2.546.270</u>

Notes

6. Contingencies

Joint taxation

ACT.Global A/S, company reg. no 37535869 being the administration company, the company is subject to the Danish scheme of joint taxation and it is proportionally liable for tax claims within the joint taxation scheme.

The jointly taxed enterprises' total, known net liability to the Danish tax authorities appears from the annual accounts of the administration company.

Any subsequent adjustments of corporate taxes or withheld taxes etc. may cause changes in the company's liabilities.

Accounting policies used

The annual report for ACT.Global Sport ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises.

Recognition and measurement in general

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

The profit and loss account

Gross loss

The gross loss comprises the net turnover and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Costs of sales includes costs for the purchase of raw materials and consumables less discounts and changes in inventories.

Other external costs comprise costs for sales, advertisement, administration and premises.

Staff costs

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

Accounting policies used

Net financials

Net financials comprise interest. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises.

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

The balance sheet

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

According to the rules of joint taxation, ACT.Global Sport ApS is proportionally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.