

ONE-Dyas Denmark ApS

**c/o Harbour House, Sundkrogsgade 21,
DK-2100 Copenhagen**

CVR no. 37 63 08 45

Annual report for 2019

Adopted at the annual general meeting
on 18 August 2020



Emil Skov
chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of ONE-Dyas Denmark ApS for the financial year 1 January - 31 December 2019.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2019 and of the results of the company's operations for the financial year 1 January - 31 December 2019.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.


Management recommends that the annual report should be approved by the company in general meeting.

Copenhagen, 18 August 2020

Executive board



Christiaan Hendrik de Ruyter
van Steveninck



Alexander Ferdinand Diederik
Berger Robert Jan Baurdoux

Independent auditor's report

To the shareholder of ONE-Dyas Denmark ApS

Opinion

We have audited the financial statements of ONE-Dyas Denmark ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. 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 company's financial position at 31 December 2019 and of the results of the company's operations 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the 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.

Independent auditor's report

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.
- 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.

Independent auditor's report

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.

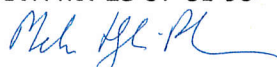
In connection with our audit of the financial statements, our responsibility is to read management's review and, in doing so, consider whether management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially 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 Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 18 August 2020

KPMG P/S
CVR no. 25 57 81 98



Morten Høgh
State Authorized Public Accountant
MNE no. mne34283

Company details

The company

ONE-Dyas Denmark ApS
c/o Harbour House
Sundkrogsgade 21
DK-2100 Copenhagen

CVR no.: 37 63 08 45

Reporting period: 1 January - 31 December 2019

Domicile: Copenhagen

Executive board

Christiaan Hendrik de Ruyter van Steveninck
Alexander Ferdinand Diederik Berger
Robert Jan Baurdoux

Auditors

KPMG P/S
Dampfærgevej 28
DK-2100 Copenhagen

Consolidated financial statements

The company is included in the consolidated financial statements of the group company, ONE-Dyas B.V.

The group annual report of ONE-Dyas B.V. may be obtained at the following address:

ONE-Dyas B.V.
Parnassusweg 815
1082LZ Amsterdam
The Netherlands

Management's review

Business review

The principal activity of the company is to prospect for oil, gas, asphalt and other bitumens, and also to mine, treat, process, transport and deal in the minerals mentioned above and other found and/or to be found and products relating thereto, including auxiliary materials, manufactures or semi manufactures.

Unusual matters

The company's financial position at 31 December 2019 and the results of its operations for the financial year ended 31 December 2019 are not affected by any unusual matters.

Financial review

The company's income statement for the year ended 31 December 2019 shows a loss of DKK 12.985.663, and the balance sheet at 31 December 2019 shows negative equity of DKK 12.228.519.

Financing

At 31 December 2019, the company had a negative equity and has lost its share capital. The negative equity is financed by loans from group entities. The company expects to establish the loss through future profit.

Significant events occurring after the end of the financial year

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

Income statement 1 January - 31 December

	Note	2019 DKK	2018 DKK
Gross profit		-1.552.263	-899.263
Depreciation, amortisation and impairment of exploration investments	3	-10.044.887	-4.555.411
Financial income		436	0
Financial costs		-814.169	-60.859
Profit/loss before tax		-12.410.883	-5.515.533
Tax on profit/loss for the year	4	-574.780	0
Profit/loss for the year		-12.985.663	-5.515.533
Retained earnings		-12.985.663	-5.515.533
		-12.985.663	-5.515.533

Balance sheet 31 December

	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
Assets			
Exploration investments		0	0
Intangible assets	5	<u>0</u>	<u>0</u>
Receivables from group companies		0	1.146.740
Other receivables		89.243	92.696
Prepayments		2.588.651	566.881
Receivables		<u>2.677.894</u>	<u>1.806.317</u>
Cash at bank and in hand		<u>1.678.078</u>	<u>3.806.360</u>
Total current assets		<u>4.355.972</u>	<u>5.612.677</u>
Total assets		<u><u>4.355.972</u></u>	<u><u>5.612.677</u></u>

Balance sheet 31 December

	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
Equity and liabilities			
Share capital		50.000	50.000
Retained earnings		-12.278.519	707.144
Equity		-12.228.519	757.144
Banks		0	3.767.410
Payables to group companies		14.392.582	0
Creditors		2.191.909	1.088.123
Total current liabilities		16.584.491	4.855.533
Total liabilities		16.584.491	4.855.533
Total equity and liabilities		4.355.972	5.612.677
Uncertainty about the continued operation (going concern)	1		
Contingent liabilities	6		

Statement of changes in equity

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2019	50.000	707.144	757.144
Net profit/loss for the year	0	-12.985.663	-12.985.663
Equity at 31 December 2019	<u>50.000</u>	<u>-12.278.519</u>	<u>-12.228.519</u>

Notes

1 Uncertainty about the continued operation (going concern)

At 31 December 2019, the company had a negative equity and has lost its share capital. The company is financed by loans supported by group entities, and ONE-Dyas Holdings B.V. has pledged to make sufficient funding available for the coming financial year. The company expects to re-establish its capital, through future profits and probably additional capital injection from its owners.

	2019	2018
	DKK	DKK
2 Staff costs		
Average number of employees	<u>0</u>	<u>0</u>

3 Depreciation, amortisation and impairment of exploration investments

Impairment tangible assets	<u>10.044.887</u>	<u>4.555.411</u>
	<u>10.044.887</u>	<u>4.555.411</u>

4 Tax on profit/loss for the year

Current tax for the year	3.663.934	0
Tax previous years	<u>-3.089.154</u>	<u>0</u>
	<u>574.780</u>	<u>0</u>

5 Intangible assets

	Exploration investments
Cost at 1 January 2019	20.990.845
Additions for the year	<u>10.044.888</u>
Cost at 31 December 2019	<u>31.035.733</u>

Notes

5 Intangible assets (continued)

	<u>Exploration investments</u>
Impairment losses and amortisation at 1 January 2019	20.990.845
Impairment losses for the year	<u>10.044.888</u>
Impairment losses and amortisation at 31 December 2019	<u>31.035.733</u>
Carrying amount at 31 December 2019	<u><u>0</u></u>

6 Contingent liabilities

As part of its exploration activities the company is part of two Danish exploration licenses, license no. 9/16a operated by DEA Deutsche Erdoel AG. Joint venture partners are DEA (50%), ONE-Dyas (30%) and Nordsøfonden (20%) and license no. 9/16b operated by DEA Deutsche Erdoel AG. Joint venture partners are DEA (50%), ONE-Dyas (30%) and Nordsøfonden (20%). As part of this participation the company can have contractual commitments both towards the Danish State related to obligation on part of the license joint ventures, but also toward the other partners of the joint ventures.

Accounting policies

The annual report of ONE-Dyas Denmark ApS for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act concerning reporting class B entities as well as selected provisions as regards larger entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2019 is presented in DKK.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Accounting policies

Revenue

Revenue is measured at fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. Revenue is net of all types of discounts granted.

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Other external expenses also comprise research and development costs that do not qualify for capitalisation.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities and foreign currency transactions, amortisation of mortgage loans and surcharges and allowances under the advance-payment-of-tax scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge.

Balance sheet

Intangible assets

Exploration investments are valued in accordance with the successful efforts method. Where the costs are capitalized until the existence or absence of potentially commercially viable oil or gas reserves is determined. While deemed not commercially viable are expensed.

Receivables

Receivables are measured at amortised cost.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Accounting policies

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term securities whose remaining life is less than three months and which are readily convertible into cash and which are subject only to insignificant risks of changes in value.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency transactions are considered cash flow hedges, the value adjustments are taken directly to equity.