



Piaster Revisorerne
vi giver bedre råd

Combineering Materials ApS

CVR-no. 37 85 73 27

Bistrupvej 176
DK-3460 Birkerød

Annual Report 2019

(Financial year 1 January 2019 - 31 December 2019)

The Annual Report is presented and
adopted at the Annual General Meeting of
shareholders on the 2 September 2020

Mads Prag Roesen
Chairman of the meeting

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Management's Statement

The Executive Board have today considered and approved the Annual Report of 1 January 2019 - 31 December 2019 for Combineering Materials ApS.

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 and liabilities, financial position and results of operations for the financial year ended 31 December 2019.

In our opinion the Management's Review gives a true and fair statement regarding the content in the Management's Review.

We recommend the Annual Report approved at the Annual General Meeting.

Birkerød, 2 September 2020

Executive Board:

Carsten Park Andreasen

Mads Prag Roesen

Mads Prag Roesen

Independent Auditor's Reports

To the Shareholders of Combineering Materials ApS

Opinion

We have audited the Financial Statements of Combineering Materials ApS for the financial year 1 January 2019 - 31 December 2019, which comprise the income statement, balance sheet, notes and 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 financial position of the Company at 31 December 2019 and of the results of the operations for the financial year 1 January 2019 - 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.

Emphasis of matter - Basis of Accounting

We draw the attention to management description in note 7 regarding going concern. The company's going concern is based on the fact that the parent company has confirmed that they will cover or supply management fee services and confirm that current outstanding group debt are not to be paid before other creditor. Our opinion is not modified in respect of this matter.

Management’s Responsibilities for the Financial Statements

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

In preparing the Financial Statements, Management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's Reports (-continued)

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.

Independent Auditor's Reports (-continued)

- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not identify any material misstatement of Management's Review.

Allerød, 2 September 2020

**Piaster Revisorerne,
statsautoriseret revisionsaktieselskab
CVR. no.: 25 16 00 37**

Niels Kristian Tordrup Mørk
State Authorized Public Accountant
mne35462

Company details

The Company	Combineering Materials ApS Bistrupvej 176 DK-3460 Birkerød
	Identification no.: 37 85 73 27
	Founded: 1 July 2016
	Registered office: Rudersdal
	Financial year: 1 January - 31 December
Executive Board	Carsten Park Andreasen Mads Prag Roesen Lars Vedel Jørgensen
Auditor	Piaster Revisorerne, Statsautoriseret Revisionsaktieselskab Engholm Parkvej 8 DK-3450 Allerød
Bank	Danske Bank Munkeengen 30 DK-3400 Hillerød

Management's Review

Primary activities of entity

The company's activities is handling, recycling and utilization including safe destruction of industrial residues and waste product including development of environment solutions on behalf of customers.

Uncertainties relating to going concern

Going concern of the company is based on the fact that the parent company has confirmed that they will cover or supply management fee services and confirm that current outstanding group debt are not to be paid before other creditors. The confirmation is minimum valid until the 1 January 2021. Management therefore prepare the Financial Statements under the assumption of continued operation.

Significant events occurred after the end of the financial year

Covid-19

After the end of the financial year, there was an outbreak of the disease COVID19. The spread of Coronavirus as well as a partial shutdown of society has led to greater financial uncertainty. The company is currently limited affected by the outbreak. At the current state it is not possible to fully evaluate the impact on the operations and financial situation of the company going forward.

Trade receivables

After the end of the financial year, management has obtained information about a trade receivable that on the 31 December 2019 is accounted for with 5,8 mio. DKK has experiences financial problems and are in the process of winding up their activities so they can pay of as many creditors as possible. The company will experience a loss on the receivable. The company is currently not able to estimate the potential loss due to fact that they are awaiting information about the winding up and due to the fact that the ultimate owner has issue a guarantee for payment, but this is also currently being investigated.

Other events

No other events materially affecting the financial position of the company have occurred after the end of the financial year.

Income Statement 1 January - 31 December

	Notes	2019	2018
Gross profit		928.142	1.502.582
Income from investments in group enterprises		-230.565	-139.228
Financial income		53.689	30.430
Financial expenses	1	-317.878	-183.807
Profit before tax		433.388	1.209.977
Tax expense	2	-147.114	-302.478
Profit for the year		286.274	907.499
Proposed distribution of results			
Retained earnings		286.274	-160.517
Proposed dividend recognised in equity		0	1.068.016
Total distribution		286.274	907.499

Balance Sheet at 31 December

Assets

	Notes	2019	2018
Long-term investments in group enterprises	3	0	0
Financial fixed assets		0	0
Fixed assets		0	0
Inventories	4	0	1.041.431
Trade receivables		9.096.114	3.395.942
Receivables from group enterprises		2.358.595	1.035.253
Other receivables		5.495.617	1.251.783
Receivables		16.950.326	5.682.978
Cash and cash equivalents		112.360	7.394.834
Current assets		17.062.686	14.119.243
Assets		17.062.686	14.119.243

Balance Sheet at 31 December

Equity and liabilities

	Notes	2019	2018
Share capital		50.000	50.000
Retained earnings		286.274	0
Proposed dividend recognised in equity		0	1.068.016
Equity		336.274	1.118.016
Short-term debt to other credit institutions		1.402.286	1.503.361
Trade payables		7.054.984	4.675.257
Payables to group enterprises		8.122.028	6.110.679
Tax payables		147.114	302.478
Other payables		0	1.037
Deferred income		0	408.415
Short-term liabilities other than provisions		16.726.412	13.001.227
Liabilities other than provisions		16.726.412	13.001.227
Equity and liabilities		17.062.686	14.119.243
Contingent liabilities	5		
Mortgages and collaterals	6		
Uncertainties relating to going concern	7		

Statement of changes in equity 1. January - 31. December

	<u>2019</u>	<u>2018</u>
Equity and liabilities		
Beginning balance	50.000	50.000
End balance	<u>50.000</u>	<u>50.000</u>
Retained earnings		
Beginning balance	0	160.517
Profit (loss)	286.274	-160.517
End balance	<u>286.274</u>	<u>0</u>
Proposed dividend recognized in equity		
Beginning balance	1.068.016	0
Extraordinary dividend paid	0	0
Dividend paid	-1.068.016	0
Profit (loss)	0	1.068.016
End balance	<u>0</u>	<u>1.068.016</u>
Equity	<u>336.274</u>	<u>1.118.016</u>

Notes

	<u>2019</u>	<u>2018</u>
1 Financial expenses		
Finance expenses arising from group enterprises	250.000	131.861
Other financial expenses	67.878	51.946
	<u>317.878</u>	<u>183.807</u>
2 Tax expense		
Tax expense on ordinary activities	147.114	302.478
Adjustment of deferred tax	0	0
	<u>147.114</u>	<u>302.478</u>

Notes

	2019	2018
3 Long-term investments in group enterprises		
Cost at 1 January	186.250	186.250
Additions	0	0
Cost at 31 December	186.250	186.250
Revaluations at 1 January	-186.250	-85.199
Share of loss for the year	0	-101.051
Dividends received from group enterprises	0	0
Revaluations at 31 December	-186.250	-186.250
Carrying amount at 31 December	0	0

Information from the latest financial statements

	Ownership Percentage	Share Capital	Profit/Loss for the year	Equity
Combineering Materials GmbH HRB 12176FL	100%	EUR 25.000	-17.538 EUR	-22.665 EUR

	2019	2018
4 Inventories		
Manufactured goods and goods for resale	0	1.041.431
	0	1.041.431

5 Contingent liabilities

The company is joint taxed with the other Danish companies in the Vedel Invest ApS group and the Vedel & Roesen Holding ApS group, and is under joint taxation with Vedel & Roesen Group going forward. The company is jointly liable with the other Danish companies in the joint taxation on Danish corporation taxes and taxes on dividends, interest and royalties.

6 Mortgages and collaterals

The company has provided a unlimited guarantee for mother company and subsidiary's bank loans.

Notes

7 Uncertainties relating to going concern

Going concern of the company is based on the fact that the parent company has confirmed that they will cover or supply management fee services and confirm that current outstanding group debt are not to be paid before other creditors. The confirmation is minimum valid until the 1 January 2021. Management therefore prepare the Financial Statements under the assumption of continued operation.

8 Significant events occurring after end of reporting period

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Accounting policies

The Annual Report has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with election from reporting class C.

The accounting policies are consistent with those of last year.

General

In general regarding accounting and measuring

Income is recognized in the income statement when they are earned. Furthermore are all costs, depreciations and write downs recognized in the income statement when incurred.

Assets are recognized in the balance sheet when it is probable that future economical benefits will accrue to the company and the assets value can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economical benefits will be deducted from the company and the value can be measured reliably.

On initial recognition assets and liabilities are measured to cost price. Thereafter assets and liabilities are measured as described for each entry.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Currency retranslation

Transactions denominated in foreign currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Exchange differences arising between the transaction date and the exchange rate at the date of actual payment are recognized in the income statement under financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated into the functional currency at the exchange rates ruling at the balance sheet date. The difference between the exchange rates ruling at the balance sheet date and at the date when the receivable or payable arose is recognized in the income statement under financial income or financial expenses.

Non-current assets acquired in foreign currency are measured to the exchange rate ruling at the date of the transaction.

Accounting policies

Consolidated financial statements

In accordance with the exemption in the section 112 of the Danish Financial Statements Act no consolidated financial statements have been prepared.

Income statement

Gross profit

With reference to section 32 of the Financial Statement Act, the items “Revenue” to and including “Other external expenses” are consolidated into one item designated “Gross profit”.

Revenue

Revenue includes invoiced sales of goods and rendering of services, recognition is done, when

- delivery and transfer of risk to the buyer has taken place before year end
- a committing sales agreement exists
- sales price is determined, and
- payment is received, or there are reasonable security that it will be received

Revenue is recognized excluding value added tax and after deduction of provisions rebates and trade discounts relating to the sale.

Cost of sales

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

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, bad debt, premises, operating lease agreements etc.

Other operating income and expenses

Other operating income and expenses includes items of a secondary nature relative to the enterprise's core business.

Income from investments in group enterprises

The proportionate share of the results of group enterprises after tax is recognized in the income statement after the elimination of intercompany proceeds and deduction of goodwill depreciation and goodwill impairment losses.

Accounting policies

Financial items

Financial income and expenses are recognized in the income statement with the amounts related to the year. Financial income and expenses comprise interest receivable and payable, realised and unrealised capital gains on securities and currency translation adjustments.

Tax expense

Tax on income for the year, consisting of the year's current tax and deferred tax, is recognized in the income statement to the extent that it relates to the income or loss for the year and on equity to the extent that it relates there to.

Balance sheet

Financial fixed assets

Investments in group enterprises

Investments in group enterprises are recognized according to the equity method and measured at the proportionate share of the entities' net asset values calculated in accordance with the parent company's accounting policies minus or plus the proportionate share of unrealised intercompany proceeds and minus or plus the carrying amount of goodwill measured according

Investments in group enterprises with a negative net asset value are measured at value of DKK 0. Any receivables from group enterprises are written down by the share at the negative net asset value if the amount owed is irrecoverable. If the negative net asset value exceeds the receivable, the remaining amount is recognized under provisions to the extent the parent company has a legal or constructive obligation to cover the negative net assets of the group

Net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity to the extent that the carrying amount exceeds purchase price deducted goodwill depreciation.

Acquired enterprises or newly founded enterprises are recognized in the financial statements from the date of acquisition or foundation. Enterprises sold or disposed are recognized until the

Gains or losses on disposal of group enterprises are determined as the difference between the sales amount and the carrying amount of net assets at the time of disposal, including non-depreciated goodwill and estimated costs of disposal. Gains and losses are recognized in the income statement under financial income or financial expenses.

Accounting policies

Inventories

Inventories are measured at cost in accordance with the Average Cost method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale, raw materials and consumables comprises purchase price plus delivery costs.

The cost of finished goods and work in progress comprises the cost of raw materials, direct labor and direct production costs.

The net realisable value of inventories is determined taking into account marketability, obsolescence and development in expected sales price less completion costs and costs incurred

Receivables

Receivables are measured at amortized cost which corresponds in all material respects to nominal value. The value is reduced with provisions for expected bad debts.

Dividends

Dividends expected to be paid in respect of the year are stated as a separate line item under equity.

Accounting policies

Current tax and current deferred tax

Current tax liabilities and current tax assets are recognized in the balance sheet as estimated tax on the taxable income for the year, adjusted for change in tax on prior years' taxable income and for tax paid under the on-account tax scheme.

Deferred tax is measured according to the balance sheet liability method on all timing differences between the tax and accounting value of assets and liabilities.

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 income tax is measured using tax rules and tax rates that apply by the balance sheet date when the deferred tax asset is realised or the deferred income tax liability is settled. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

Liabilities

Other liabilities are measured at amortized cost, corresponding to the nominal value.

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“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Carsten Park Andreasen

Direktør

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Lars Vedel Jørgensen

Direktør

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Niels Kristian Tordrup Mørk

Revisor

På vegne af: Piaster Revisorerne, Statsautoriseret revisionsaktieselskab

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