



**RSM Danmark**

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**CemGreen ApS**

**Humlemarken 2A**

**9500 Hobro**

**CVR no. 37 94 38 43**

**Annual report for 2023**

**(7th Financial year)**

Adopted at the annual general meeting  
on 24. June 2024

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Lasse Nørbye Døssing  
chairman

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## Statement by management on the annual report

The executive board has today discussed and approved the annual report of CemGreen ApS for the financial year 1 January - 31 December 2023.

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 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

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.

Hobro, 24 June 2024

### Executive board

Lasse Nørbye Døssing

Martin Hagsted Rasmussen

Stefan Mandix Larsen

## **Independent auditor's report**

### ***To the Shareholders of CemGreen ApS***

#### **Opinion**

We have audited the financial statements of CemGreen ApS for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023 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 and IESBA Code. 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 judgement and maintain professional scepticism 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 report

- 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 Statements Act. We did not identify any material misstatement of management's review.

Taastrup, 24 June 2024

RSM Danmark  
Statsautoriseret Revisionspartnerselskab  
CVR no. 25 49 21 45

Martin Santino Lo Turco  
statsautoriseret revisor  
mne35467

## Company details

### The company

CemGreen ApS  
Humlemarken 2A  
9500 Hobro

CVR no.: 37 94 38 43

Reporting period: 1 January - 31 December 2023

Incorporated: 8 August 2016

Domicile: Mariagerfjord

### Executive board

Lasse Nørbye Døssing  
Martin Hagsted Rasmussen  
Stefan Mandix Larsen

### Auditors

RSM Danmark  
Statsautoriseret Revisionspartnerselskab  
Kingsvej 3  
2630 Taastrup

## **Management's review**

### **Business review**

The company's activities include research and knowledge in processes regarding the concrete industry.

### **Financial review**

The company's income statement for the year ended 31 December 2023 shows a loss of DKK 963.791, and the balance sheet at 31 December 2023 shows equity of DKK 4.235.060.



## Anvendt regnskabspraksis

The annual report of CemGreen ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, as well as provisions applying to reporting class C entities.

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

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

### 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.

## Anvendt regnskabspraksis

### **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 and other operating income less costs of other external expenses.

#### **Revenue**

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

#### **Other operating income**

Other operating income comprises items of a secondary nature relative to the company's activities.

#### **Other external expenses**

Other external expenses include expenses related to distribution, sale, advertising, administration and car operation etc.

#### **Staff costs**

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

#### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses etc.

## Anvendt regnskabspraksis

### **Income from investments in subsidiaries and associates**

The proportionate share of the profit/loss for the year of subsidiaries is recognised in the company's income statement after full elimination of intra-group profits/losses.

The proportionate share of the profit/loss for the year of associates is recognised in the company's income statement after elimination of the proportionate share of intra-group profits/gains.

### **Tax on profit/loss for the year**

The company is subject to the Danish rules on compulsory joint taxation.

The company acts as management company for all jointly taxed entities and, in its capacity as such, pays all income taxes to the Danish tax authorities.

On payment of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use tax losses to reduce their own taxable profits.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

## Anvendt regnskabspraksis

### Balance sheet

#### Intangible assets

Patents and licences are measured at cost less accumulated amortisation and impairment losses. Patents are amortised on a straight-line basis over the remaining patent period, and licences are amortised over the licence term, however maximally 7 years.

Development costs and costs relating to rights developed by the company are recognised in the income statement as costs in the year of acquisition.

#### Tangible assets

Items of plant and machinery are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	<b>Useful life</b>	<b>Residual value</b>
Plant and machinery	10 years	0 %

The useful life and residual value are re-assessed annually. A change is accounted for as an accounting estimate, and the impact on amortisation/depreciation is recognised going forward.

## **Anvendt regnskabspraksis**

### **Investments in subsidiaries and associates**

Investments in subsidiaries and associates are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus or less any remaining value of positive or negative goodwill stated according to the purchase method. Negative goodwill is recognised in the income statement on acquisition. Where the negative goodwill relates to contingent liabilities having been taken over, the negative goodwill is not recognised until the contingent liabilities have been settled or no longer exist.

Investments in subsidiaries and associates are measured in the parent company financial statements using the equity method.

Net revaluations of investments in subsidiaries, associates and participating interests are taken to the net revaluation reserve according to the equity method in so far as that the carrying amount exceeds the cost. Dividends from subsidiaries which are expected to be declared before the annual report of CemGreen ApS is adopted are not taken to the net revaluation reserve.

### **Receivables**

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

### **Prepayments**

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

### **Cash and cash equivalents**

Cash and cash equivalents comprise deposits at banks.

## **Anvendt regnskabspraksis**

### **Equity**

#### **Reserve for development costs**

An amount corresponding to capitalised development costs is recognised in the reserve. The reserve is reduced as development costs are amortised.

#### **Reserve for net revaluation according to the equity method**

The reserve for net revaluation according to the equity method in the company's financial statements comprises net revaluation of investments in subsidiaries, participating interests and associates relative to the cost.

#### **Income tax and deferred tax**

As management company, CemGreen ApS is liable for payment of the subsidiaries' corporate income taxes to the tax authorities.

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.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

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. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

### **Liabilities**

Liabilities are measured at amortised cost, which is usually equivalent to nominal value.

## **Anvendt regnskabspraksis**

### **Deferred income**

Deferred income recognised under 'Current liabilities' comprises payments received concerning income in subsequent financial years.

## Resultatopgørelse 1 January - 31 December 2023

	Note	2023 DKK	2022 DKK
<b>Gross profit</b>		<b>-174.553</b>	<b>3.397.043</b>
Staff costs	1	-996.123	-437.521
<b>Profit/loss before net financials</b>		<b>-1.170.676</b>	<b>2.959.522</b>
Income from investments in subsidiaries		-175.489	-444.492
Income from investments in associates		96.638	42.562
Financial income	2	4.370	0
Financial costs	3	-939	-18.608
<b>Profit/loss before tax</b>		<b>-1.246.096</b>	<b>2.538.984</b>
Tax on profit/loss for the year	4	282.305	-528.086
<b>Profit/loss for the year</b>		<b>-963.791</b>	<b>2.010.898</b>
Reserve for net revaluation under the equity method		-78.851	-401.930
Retained earnings		-884.940	2.412.828
		<b>-963.791</b>	<b>2.010.898</b>



## Balance pr. 31 December 2023

	Note	2023 DKK	2022 DKK
<b>Assets</b>			
Acquired patents		669.889	386.095
Development projects in progress		2.176.382	665.458
<b>Intangible assets</b>	5	<b>2.846.271</b>	<b>1.051.553</b>
Plant and machinery	6	816.693	816.693
<b>Tangible assets</b>		<b>816.693</b>	<b>816.693</b>
Investments in subsidiaries	7	105.571	281.060
Investments in associates	8	299.200	202.562
<b>Fixed asset investments</b>		<b>404.771</b>	<b>483.622</b>
<b>Total non-current assets</b>		<b>4.067.735</b>	<b>2.351.868</b>
Other receivables		0	1.131.596
Deferred tax asset		13.242	0
Corporation tax		2.000	0
Prepayments		8.501.777	0
<b>Receivables</b>		<b>8.517.019</b>	<b>1.131.596</b>
<b>Cash at bank and in hand</b>		<b>5.630.712</b>	<b>2.511.839</b>
<b>Total current assets</b>		<b>14.147.731</b>	<b>3.643.435</b>
<b>Total assets</b>		<b>18.215.466</b>	<b>5.995.303</b>

## Balance pr. 31 December 2023

	Note	2023 DKK	2022 DKK
<b>Equity and liabilities</b>			
Share capital		60.000	60.000
Reserve for net revaluation under the equity method		6.271	85.122
Reserve for development expenditure		1.697.578	519.057
Retained earnings		2.471.211	4.534.672
<b>Equity</b>		<b>4.235.060</b>	<b>5.198.851</b>
Provision for deferred tax		0	269.063
<b>Total provisions</b>		<b>0</b>	<b>269.063</b>
Prepayments received from customers		12.905.819	0
Trade payables		8.333	7.321
Payables to subsidiaries		99.325	119.203
Corporation tax		0	164.637
Joint taxation contributions payable		0	99.325
Other payables		966.929	136.903
<b>Total current liabilities</b>		<b>13.980.406</b>	<b>527.389</b>
<b>Total liabilities</b>		<b>13.980.406</b>	<b>527.389</b>
<b>Total equity and liabilities</b>		<b>18.215.466</b>	<b>5.995.303</b>

## Statement of changes in equity

	Share capital	Reserve for net revalua- tion under the equity method	Reserve for development expenditure	Retained earnings	Total
Equity	60.000	85.122	519.057	4.534.672	5.198.851
Transfers, reserves	0	0	1.178.521	-1.178.521	0
Net profit/loss for the year	0	-78.851	0	-884.940	-963.791
<b>Equity</b>	<b>60.000</b>	<b>6.271</b>	<b>1.697.578</b>	<b>2.471.211</b>	<b>4.235.060</b>

## Noter til årsrapporten

	2023	2022
	DKK	DKK
<b>1 Staff costs</b>		
Wages and salaries	954.709	375.383
Pensions	35.347	56.308
Other social security costs	6.067	5.830
	<b>996.123</b>	<b>437.521</b>
Number of fulltime employees on average	1	1
<b>2 Financial income</b>		
Other financial income	4.370	0
	<b>4.370</b>	<b>0</b>
<b>3 Financial costs</b>		
Other financial costs	939	18.608
	<b>939</b>	<b>18.608</b>
<b>4 Tax on profit/loss for the year</b>		
Current tax for the year	0	259.023
Deferred tax for the year	-282.305	269.063
	<b>-282.305</b>	<b>528.086</b>

## Noter til årsrapporten

### 5 Intangible assets

	Acquired patents	Development projects in progress
Cost	386.095	665.458
Additions for the year	283.794	1.510.924
Cost	<u>669.889</u>	<u>2.176.382</u>
Impairment losses and amortisation	<u>0</u>	<u>0</u>
Impairment losses and amortisation	<u>0</u>	<u>0</u>
<b>Carrying amount</b>	<b><u><u>669.889</u></u></b>	<b><u><u>2.176.382</u></u></b>

### 6 Tangible assets

	Plant and machinery
Cost	<u>816.693</u>
Cost	<u>816.693</u>
Impairment losses and depreciation	<u>0</u>
Impairment losses and depreciation	<u>0</u>
<b>Carrying amount</b>	<b><u><u>816.693</u></u></b>

## Noter til årsrapporten

	2023	2022
	DKK	DKK
<b>7 Investments in subsidiaries</b>		
Cost	238.500	238.500
Cost	238.500	238.500
Revaluations	42.560	487.052
Net profit/loss for the year	-163.129	-432.132
Amortisation of goodwill	-12.360	-12.360
Revaluations	-132.929	42.560
<b>Carrying amount</b>	<b>105.571</b>	<b>281.060</b>
Remaining positive difference included in the above carrying amount	24.720	0

Investments in subsidiaries are specified as follows:

Name	Registered office	Ownership interest	Equity	Profit/loss for the year
BioCrete ApS	Roskilde	57%	141.844	-286.192

## Noter til årsrapporten

	2023	2022
	DKK	DKK
<b>8 Investments in associates</b>		
Cost	160.000	0
Additions for the year	0	160.000
Cost	<u>160.000</u>	<u>160.000</u>
Revaluations	42.562	0
Net profit/loss for the year	<u>96.638</u>	<u>42.562</u>
Revaluations	<u>139.200</u>	<u>42.562</u>
<b>Carrying amount</b>	<b><u>299.200</u></b>	<b><u>202.562</u></b>

Investments in associates are specified as follows:

Name	Registered office	Ownership interest	Equity	Profit/loss for the year
CemGreen Denmark A/S	Roskilde	40%	748.000	242.000

## 9 Contingent liabilities

The parent company is jointly taxed with its danish group entities. The entities are jointly and severally liable for danish income taxes as well as withholding taxes on dividends, interest and royalties payable by the group of jointly taxed entities.

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## Lasse Nørbye Døssing

Direktør

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## Stefan Mandix Larsen

Direktør

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## MARTIN HAGSTED RASMUSSEN

Direktør

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## Martin Santino Lo Turco

RSM DANMARK STATS-AUTORISERET REVISIONSPARTNERSELSKAB CVR:  
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Statsautoriseret revisor

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## Lasse Nørbye Døssing

Dirigent

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