

Novalume Holding A/S

Kay Fiskers Plads 9, 7., 2300 København S
CVR no. 38 26 24 59

Annual report for 2021

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 18.07.22

Rasmus Kvist Maarbjerger
Dirigenter



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The company

Novalume Holding A/S
Kay Fiskers Plads 9, 7.
2300 København S
Tel.: 26 32 64 15
Registered office: København
CVR no.: 38 26 24 59
Financial year: 01.01 - 31.12

Executive Board

Rasmus Kvist Maarbjerg

Board of Directors

Christian Monrad Overgaard
Per Asmund Christensen
Jakob Meiland Hansen

Auditors

Beierholm
Statsautoriseret Revisionspartnerselskab

Subsidiaries

Novalume Chile SpA, Chile
Novalume Colombia ,S.A.S, Colombia
Novalume Solutions A/S, København

Statement of the Board of Directors and Executive Board on the annual report

We have on this day presented the annual report for the financial year 01.01.21 - 31.12.21 for Novalume Holding A/S.

The annual report is presented in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.21 and of the results of the company's activities for the financial year 01.01.21 - 31.12.21.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Copenhagen, July 18, 2022

Executive Board

Rasmus Kvist Maarbjerg

Board of Directors

Christian Monrad Overgaard Per Asmund Christensen Jakob Meiland Hansen
Chairman

The general meeting has decided not to have the financial statements for the coming financial year audited.

Chairman of the meeting

Rasmus Kvist Maarbjerg

To the Shareholder of Novalume Holding A/S**Opinion**

We have audited the financial statements of Novalume Holding A/S for the financial year 01.01.21 - 31.12.21, which comprise the income statement, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 31.12.21 and of the results of the company's operations for the financial year 01.01.21 - 31.12.21 in accordance with the the Danish Financial Statements Act (Årsregnskabsloven).

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 "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.

Emphasis of matter

Without modifying our opinion, we refer to note 1 and we point out that the operating activities are being discontinued and that the annual report has been prepared with this in mind. The recognition and measurement of the company's assets and liabilities have been changed to net realisable values, and the classification and presentation have also been adjusted. We agree with the management's choice of accounting policies and refer to the description in the accounting policies.

Without modifying our opinion, we refer to note 2 in which the management accounts for uncertainty concerning recognition and measurement of trade receivables and receivables from group enterprises. We agree with the management as to the description in the note.

Management's responsibility for the financial statements

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore the Management is responsible for the internal control as the 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 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 International Standards on Auditing 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 International Standards on Auditing 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.

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 regarding the 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 Acts. We did not identify any material misstatement of management's review.

Soeborg, Copenhagen, July 18, 2022

Beierholm

Statsautoriseret Revisionspartnerselskab
CVR no. 32 89 54 68

Philip Heick-Poulsen
State Authorized Public Accountant
MNE-no. mne34280

Primary activities

Novalume Holding A/S administers and collects payments from existing LED streetlight projects. The company headquarter is situated in Ørestad, Copenhagen, Denmark.

The company's activity is being wound up.

Uncertainty concerning recognition and measurement

In the financial statements for the financial year 01.01.21 - 31.12.21, it is important to note the following uncertainty with regard to recognition and measurement, as it has had a significant influence on the assets and liabilities recognised in the financial statements:

Trade receivables includes one debtor from a previous project sale. The receivable has been written down to the expected net realisable value based on submitted settlement offer. It is the management's expectation that the settlement will be concluded and therefore recognising the net receivables based on this assumption.

Receivables from group enterprises includes a net receivable from the subsidiary in Colombia of DKK 11m. The subsidiary's assets primarily consist of receivables from previous project sales to a municipality. The receivable has been written down to the expected net realisable value based on an expected cash flow and therefore recognising the net receivables based on this assumption.

Development in activities and financial affairs

The income statement for the period 01.01.21 - 31.12.21 shows a profit/loss of DKK -38,498,553 against DKK -20,442,273 for the period 01.01.20 - 31.12.20. The balance sheet shows equity of DKK -45,708,528.

Since the divestment of its Light Management and Smart City activities in 2020, Novalume Holding has been solely engaged in the role of administrating and collecting payments from existing LED projects.

The financial result of the years was negatively influenced by a write-off on a large Chilean project, in which the local customer has stopped payments. A judicial trial continues to be ongoing, but the management found it prudent to conduct a complete write-off on the receivables in its Chilean subsidiary.

Information on going concern

The operations of Novalume Holding are expected to be discontinued sometime in the future when receivables on existing projects have been collected. On receivables in Italy

there are ongoing settlement negotiations, and the booked value reflects the amount latest offered by the customer. In Colombia, customers are in general paying according to the contracts which runs until Q1 2024. The booked value of these receivables includes the expected operational costs related to collecting the project payments and running the Colombian subsidiary.

Outlook

In 2022 the company expects to deliver a negative net result in the range DKK 0-1m due to the administrative role and activities of the company going forward.

Subsequent events

No important events have occurred after the end of the financial year.

Income statement

Note	2021 DKK	2020 DKK
Gross result	594,300	-707,937
3 Staff costs	-52,617	-1,028,692
Profit/loss before depreciation, amortisation, write-downs and impairment losses	541,683	-1,736,629
Write-downs of current assets exceeding normal write-downs	-29,735,066	0
Other operating expenses	-547,962	0
Operating loss	-29,741,345	-1,736,629
4 Income from equity investments in group enterprises	-9,020,009	-12,335,615
5 Financial income	4,812,938	8,366,414
Impairment losses on financial assets	0	-1,307,585
6 Financial expenses	-4,124,995	-15,335,651
Loss before tax	-38,073,411	-22,349,066
7 Tax on loss for the year	-425,142	1,906,793
Loss for the year	-38,498,553	-20,442,273
Proposed appropriation account		
Retained earnings	-38,498,553	-20,442,273
Total	-38,498,553	-20,442,273

ASSETS		31.12.21	31.12.20
Note		DKK	DKK
8	Equity investments in group enterprises	0	8,661,528
	Total investments	0	8,661,528
	Total non-current assets	0	8,661,528
	Manufactured goods and goods for resale	0	365,403
	Total inventories	0	365,403
	Trade receivables	1,598,849	3,234,280
	Receivables from group enterprises	11,951,010	39,470,060
	Income tax receivable	0	1,727,424
	Other receivables	119,411	1,974,465
	Prepayments	0	4,487
9	Total receivables	13,669,270	46,410,716
	Cash	4,426	3,814,083
	Total current assets	13,673,696	50,590,202
	Total assets	13,673,696	59,251,730

EQUITY AND LIABILITIES		31.12.21	31.12.20
		DKK	DKK
Note			
	Share capital	1,000,000	1,000,000
	Retained earnings	-46,708,528	-8,182,398
	Total equity	-45,708,528	-7,182,398
	Provisions for deferred tax	0	321,901
	Total provisions	0	321,901
10	Payables to other credit institutions	0	17,679,712
10	Other payables	0	24,687,764
	Total long-term payables	0	42,367,476
10	Short-term part of long-term payables	0	8,460,658
	Payables to other credit institutions	31,521,861	14,842,145
	Trade payables	75,481	177,751
	Payables to group enterprises	542,345	0
	Other payables	27,242,537	264,197
	Total short-term payables	59,382,224	23,744,751
	Total payables	59,382,224	66,112,227
	Total equity and liabilities	13,673,696	59,251,730
11	Charges and security		

Statement of changes in equity

Figures in DKK	Share capital	Reserve for development costs	Retained earnings	Total equity
Statement of changes in equity for 01.01.20 - 31.12.20				
Balance as at 01.01.20	1,000,000	6,469,296	4,871,436	12,340,732
Other changes in equity	0	-6,469,296	7,388,439	919,143
Net profit/loss for the year	0	0	-20,442,273	-20,442,273
Balance as at 31.12.20	1,000,000	0	-8,182,398	-7,182,398
Statement of changes in equity for 01.01.21 - 31.12.21				
Balance as at 01.01.21	1,000,000	0	-8,182,398	-7,182,398
Other changes in equity	0	0	-27,577	-27,577
Net profit/loss for the year	0	0	-38,498,553	-38,498,553
Balance as at 31.12.21	1,000,000	0	-46,708,528	-45,708,528

1. Information as regards going concern

The operations of Novalume Holding are expected to be discontinued sometime in the future when receivables on existing projects have been collected. On receivables in Italy there are ongoing settlement negotiations, and the booked value reflects the amount latest offered by the customer. In Colombia, customers are in general paying according to the contracts which runs until Q1 2024. The booked value of these receivables includes the expected operational costs related to collecting the project payments and running the Colombian subsidiary.

2. Uncertainty concerning recognition and measurement

In the financial statements for 2021, it is important to note the following uncertainty as regards recognition and measurement as it has had a significant influence on the assets and liabilities recognised in the financial statements:

Trade receivables includes one debtor from a previous project sale. The receivable has been written down to the expected net realisable value based on submitted settlement offer. It is the management's expectation that the settlement will be concluded and therefore recognising the net receivables based on this assumption.

Receivables from group enterprises includes a net receivable from the subsidiary in Colombia of DKK 11m. The subsidiary's assets primarily consist of receivables from previous project sales to a municipality. The receivable has been written down to the expected net realisable value based on an expected cash flow and therefore recognising the net receivables based on this assumption.

	2021	2020
	DKK	DKK

3. Staff costs

Wages and salaries	50,000	950,192
Pensions	0	72,483
Other social security costs	0	2,173
Other staff costs	2,617	3,844
Total	52,617	1,028,692
Average number of employees during the year	1	8

4. Income from equity investments in group enterprises

Share of profit or loss of group enterprises	-9,020,009	-13,901,998
Gain on the divestment of group enterprises	0	1,566,383
Total	-9,020,009	-12,335,615

5. Financial income

Interest, group enterprises	618,461	1,221,007
Other interest income	0	798,416
Foreign currency translation adjustments	3,613,304	5,534,782
Other financial income	581,173	812,209
Total	4,812,938	8,366,414

	2021	2020
	DKK	DKK

6. Financial expenses

Interest, group enterprises	2,468,772	2,200,038
Other interest expenses	916,646	1,169,413
Foreign currency translation adjustments	0	10,921,878
Other financial expenses	739,577	1,044,322
Total	4,124,995	15,335,651

7. Tax on loss for the year

Current tax for the year	0	-1,727,424
Adjustment of deferred tax for the year	425,142	-179,369
Total	425,142	-1,906,793

8. Equity investments in group enterprises

Figures in DKK	Equity invest- ments in group enterprises
Cost as at 01.01.21	16,316,383
Cost as at 31.12.21	16,316,383
Depreciation and impairment losses as at 01.01.21	-7,654,855
Foreign currency translation adjustment of foreign enterprises	-27,814
Impairment losses during the year	-3,099,745
Net profit/loss from equity investments	-9,020,009
Other adjustments relating to equity investments	3,003,875
Negative equity value impaired in receivables	482,165
Depreciation and impairment losses as at 31.12.21	-16,316,383
Carrying amount as at 31.12.21	0
Positive balances ascertainable on initial recognition of equity investments measured at equity value	0
Name and registered office:	Ownership interest
Subsidiaries:	
Novalume Chile SpA, Chile	100%
Novalume Colombia ,S.A.S, Colombia	100%
Novalume Solutions A/S, København	95%

31.12.21 31.12.20
DKK DKK

9. Receivables

Receivables which fall due for payment more than 1 year after the end of the financial year	5,712,541	22,023,249
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10. Long-term payables

Figures in DKK	Outstanding debt after 5 years	Total payables at 31.12.20
Payables to credit institutions	0	26,140,370
Other payables	0	24,687,764
Total	0	50,828,134

11. Charges and security

As security for debt to credit institutions of DKK 31,544k, a company charge of DKK 5,000k has been provided comprising other plant, fixtures and fittings, tools and equipment, inventories as well as trade receivables.

12. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B with application of provisions for a higher reporting class.

The Company's perating activities are being discontinued and the annual report has been prepared with this in mind. The accounting policies have been applied consistently with previous years, but the rules on recognition, measurement and classification have been applied taking into account that assets and liabilities are expected to be realised as a result of the discontinued activities.

The accounting policies have been applied consistently with previous years.

In accordance with section 110 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 depreciation, amortisation, impairment losses and write-downs, 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 such assets 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 such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in Danish kroner (DKK).

12. Accounting policies - continued -**INCOME STATEMENT****Gross result**

Gross result comprises revenue, other operating income and cost of sales and other external expenses.

Revenue

Income from the sale of goods is recognised in the income statement if delivery has taken place and the risk has passed to the buyer before the end of the financial year and where the selling price can be determined reliably and is expected to be paid. Revenue is measured at fair value and is determined exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Income from the sale of services is recognised in the income statement as delivery takes place (delivery method). Revenue is measured at the selling value of the agreed consideration exclusive of VAT and other taxes collected on behalf of third parties and less discounts.

Other operating income

Other operating income comprises income of a secondary nature in relation to the enterprise's activities, including rental income, negative goodwill and gains on the sale of intangible assets and property, plant and equipment.

Cost of sales

Cost of sales comprises cost of sales for the year measured at cost plus any changes in inventories, including write-downs to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal write-downs.

12. Accounting policies - continued -**Staff costs**

Staff costs comprise wages and salaries as well as other staff-related costs.

Write-downs of current assets exceeding normal write-downs

Write-downs of current assets exceeding normal write-downs comprise write-downs of inventories, trade receivables and other current assets that due to their nature or size or otherwise due to the affairs of the enterprise are considered to exceed normal write-downs.

Other operating expenses

Other operating expenses comprise costs of a secondary nature in relation to the enterprise's activities, including costs relating to rental activities and losses on the sale of intangible assets and property, plant and equipment.

Income from equity investments in group enterprises

For equity investments in equity investments in subsidiaries, measured using the equity method, the share of the enterprises' profit or loss is recognised in the income statement after elimination of unrealised intercompany profits and losses and less any goodwill amortisation and impairment losses.

Income from equity investments in equity investments in subsidiaries also comprises gains and losses on the sale of equity investments.

Impairment losses on financial assets

Impairment losses on financial assets comprise impairment of investments at a lower recoverable amount and write-downs of financial current assets at a lower net realisable value.

Other net financials

Interest income and interest expenses etc. are recognised in other net financials.

Tax on profit/loss for the year

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

12. Accounting policies - continued -**BALANCE SHEET****Equity investments in group enterprises**

Equity investments in subsidiaries are recognised and measured according to the equity method. For equity investments in subsidiaries, the equity method is considered a measurement method.

On initial recognition, equity investments measured according to the equity method are measured at cost. Transaction costs directly attributable to the acquisition are recognised in the cost of equity investments.

Under subsequent recognition and measurement of equity investments according to the equity method, equity investments are measured at the proportionate share of the enterprises' equity value, determined according to the accounting policies of the parent, adjusted for the remaining value of goodwill and gains and losses on transactions with the enterprises in question. Equity investments, where information for recognition according to the equity method is not known, are measured at cost.

Equity investments with a negative carrying amount are measured at DKK 0. Receivables that are considered part of the combined investment in the enterprises in question are impaired by any remaining negative equity value. Other receivables from such enterprises are impaired to the extent that such receivables are considered uncollectible. Provisions to cover the remaining negative equity value are recognised to the extent that the company has a legal or constructive obligation to cover the liabilities of the enterprise in question.

Gains or losses on disposal of equity investments are determined as the difference between the disposal consideration and the carrying amount of net assets at the time of sale, including non-amortised goodwill, as well as the expected costs of divestment or discontinuation. Gains and losses are recognised in the income statement under income from equity investments.

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in depreciation and amortisation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets

12. Accounting policies - continued -

or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

Inventories

Inventories are measured at cost calculated according to the FIFO-method. Inventories are written down to the lower of cost and net realisable value.

The cost of raw materials and consumables as well as goods for resale is determined as purchase prices plus expenses resulting directly from the purchase.

The net realisable value of inventories is determined as the selling price less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and the expected development in the selling price.

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank accounts as well as operating cash.

12. Accounting policies - continued -**Equity**

The net revaluation of equity investments measured according to the equity method is recognized in the net revaluation reserve in equity according to the equity method to the extent that the carrying amount exceeds the cost.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.