

Novalume Holding ApS

Knud Højgaards vej 9, 2860 Søborg
CVR no. 38 26 24 59

Annual report for 2022

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 04.07.23

Rasmus Kvist Maarbjerg
Dirigent



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The company

Novalume Holding ApS
c/o Beierholm
Knud Højgaards vej 9
2860 Søborg
Tel.: 26 32 64 15
Registered office: Søborg
CVR no.: 38 26 24 59
Financial year: 01.01 - 31.12

Executive Board

Rasmus Kvist Maarbjerg

Board of Directors

Per Asmund Christensen
Jakob Meiland Hansen

Auditors

Beierholm
Statsautoriseret Revisionspartnerselskab

Subsidiarie

Novalume Colombia ,S.A.S, Colombia

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

We have on this day presented the annual report for the financial year 01.01.22 - 31.12.22 for Novalume Holding ApS.

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

The financial statements have not been audited, and we declare that the relevant conditions have been met.

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.22 and of the results of the company's activities for the financial year 01.01.22 - 31.12.22.

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.

Soeborg, Copenhagen, June 29, 2023

Executive Board

Rasmus Kvist Maarbjerg

Board of Directors

Per Asmund Christensen

Jakob Meiland Hansen

To the management of Novalume Holding ApS

Based on the company's book-keeping and other information provided by the management, we have compiled the financial statements of Novalume Holding ApS for the financial year 01.01.22 - 31.12.22.

The financial statements comprise the income statement, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies.

We have performed our compilation engagement in accordance with the ISRS 4410 standard on Engagements to Compile Financial Statements.

We have applied our professional expertise to assist the management with the preparation and presentation of the financial statements in accordance with the Danish Financial Statements Act. We have complied with relevant provisions of the Danish Act on Approved Auditors and Audit Firms (Revisorloven) and the code of ethics of International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), including principles of integrity, professional competence and due care.

Management retains responsibility for the financial statements and for the accuracy and completeness of the financial information on the basis of which the financial statements are prepared and presented.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information provided by management for the compilation of the financial statements. Accordingly, we will not express an audit opinion or a review conclusion on whether the financial statements are prepared in accordance with the Danish Financial Statements Act.

Soeborg, Copenhagen, June 29, 2023

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's activity is being wound up.

Uncertainty concerning recognition and measurement

In the financial statements for the financial year 01.01.22 - 31.12.22, 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:

Receivables from group enterprises includes a net receivable from the subsidiary in Colombia of DKK 3977k. The subsidiary's assets primarily consist of receivables from previous project sales. 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 01.01.22 - 31.12.22 shows a profit/loss of DKK 1,214,535 against DKK -38,498,553 for the period 01.01.21 - 31.12.21. The balance sheet shows equity of DKK -44,493,994.

Subsequent events

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

Income statement

Note	2022 DKK	2021 DKK
Gross profit	946,363	594,300
3 Staff costs	-32,942	-52,617
Profit before depreciation, amortisation, write-downs and impairment losses	913,421	541,683
Write-downs of current assets exceeding normal write-downs	0	-29,735,066
Other operating expenses	0	-547,962
Operating profit/loss	913,421	-29,741,345
4 Income from equity investments in group enterprises	0	-9,020,009
5 Financial income	3,443,706	4,812,938
6 Financial expenses	-3,142,592	-4,124,995
Profit/loss before tax	1,214,535	-38,073,411
Tax on profit or loss for the year	0	-425,142
Profit/loss for the year	1,214,535	-38,498,553
Proposed appropriation account		
Retained earnings	1,214,535	-38,498,553
Total	1,214,535	-38,498,553

ASSETS		31.12.22	31.12.21
Note		DKK	DKK
7	Equity investments in group enterprises	0	0
Total investments		0	0
	Trade receivables	937,371	1,598,848
	Receivables from group enterprises	3,976,965	11,951,010
	Other receivables	16,814	119,411
Total receivables		4,931,150	13,669,269
Cash		885,159	4,426
Total current assets		5,816,309	13,673,695
Total assets		5,816,309	13,673,695
EQUITY AND LIABILITIES			
	Share capital	1,000,000	1,000,000
	Retained earnings	-45,493,994	-46,708,529
Total equity		-44,493,994	-45,708,529
	Payables to other credit institutions	19,248,397	31,521,861
	Trade payables	0	75,481
	Payables to group enterprises	0	542,345
	Other payables	31,061,906	27,242,537
Total short-term payables		50,310,303	59,382,224
Total payables		50,310,303	59,382,224
Total equity and liabilities		5,816,309	13,673,695
8	Charges and security		

Statement of changes in equity

Figures in DKK	Share capital	Retained earnings	Total equity
Statement of changes in equity for 01.01.21 - 31.12.21			
Balance as at 01.01.21	1,000,000	-8,182,399	-7,182,399
Other changes in equity	0	-27,577	-27,577
Net profit/loss for the year	0	-38,498,553	-38,498,553
Balance as at 31.12.21	1,000,000	-46,708,529	-45,708,529
Statement of changes in equity for 01.01.22 - 31.12.22			
Balance as at 01.01.22	1,000,000	-46,708,529	-45,708,529
Net profit/loss for the year	0	1,214,535	1,214,535
Balance as at 31.12.22	1,000,000	-45,493,994	-44,493,994

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 an agreement has been made and has been followed by the debtor since the accounting date. On receivables in Colombia, a settlement was reached and fulfilled with the main part of customers. One project remains, on which the debtor is paying somewhat according to plan, although with some inconsistencies. 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 2022, 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:

Receivables from group enterprises includes a net receivable from the subsidiary in Colombia of DKK 3,977k. 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.

	2022	2021
	DKK	DKK

3. Staff costs

Wages and salaries	32,834	50,000
Other staff costs	108	2,617
Total	32,942	52,617

Average number of employees during the year	1	1
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4. Income from equity investments in group enterprises

Share of profit or loss of group enterprises	0	-9,020,009
Total	0	-9,020,009

5. Financial income

Interest, group enterprises	177,765	618,461
Other interest income	354	0
Foreign currency translation adjustments	3,235,254	3,613,304
Other financial income	30,333	581,173
Total	3,443,706	4,812,938

6. Financial expenses

Interest, group enterprises	0	2,468,772
Other interest expenses	268,999	916,646
Foreign currency translation adjustments	2,302,192	0
Other financial expenses	571,401	739,577
Total	3,142,592	4,124,995

7. Equity investments in group enterprises

Figures in DKK	Equity invest- ments in group enterprises
Cost as at 01.01.22	16,316,383
Disposals during the year	-33,179
Cost as at 31.12.22	16,283,204
Depreciation and impairment losses as at 01.01.22	-16,316,383
Other adjustments relating to equity investments	33,179
Depreciation and impairment losses as at 31.12.22	-16,283,204
Carrying amount as at 31.12.22	0
Positive balances ascertainable on initial recognition of equity investments measured at equity value	0
Name and registered office:	Ownership interest
Subsidiaries:	
Novalume Colombia ,S.A.S, Colombia	100%

8. Charges and security

As security for debt to credit institutions of DKK 19,248k, 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.

9. 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.

At the general meeting, it was decided that the company will be dissolved under the rules on solvent liquidation of the Danish Companies Act (*Selskabsloven*). 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 the the company assets and liabilities are expected to be realised as a result of the liquidation. The comparative figures have not been restated.

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.

9. Accounting policies - continued -**CURRENCY**

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

On initial recognition, transactions denominated in foreign currencies are translated using the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement.

INCOME STATEMENT**Gross profit**

Gross profit comprises other operating income and cost of sales and other external expenses.

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.

9. 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.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies 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.

9. 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.

9. Accounting policies - continued -

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

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.

Cash

Cash includes deposits in bank account.

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.

9. Accounting policies - continued -

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

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