



MicroWise ApS

Kaarsbergsvej 2
8400 Ebeltoft
CVR No. 38301284

Annual report 2023

The Annual General Meeting adopted the annual report on 04.07.2024

Pia Bodil Haecky

Chairman of the General Meeting

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Entity details

Entity

MicroWise ApS
Kaarsbergsvej 2
8400 Ebeltoft

Business Registration No.: 38301284
Registered office: Syddjurs
Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Nicholas David Blackburn
Kirsten Engell-Sørensen
Pia Bodil Haecky

Executive Board

Pia Bodil Haecky

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Papirfabrikken 26
8600 Silkeborg

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of MicroWise ApS for the financial year 01.01.2023 - 31.12.2023.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Ebeltoft, 04.07.2024

Executive Board

Pia Bodil Haecky

Board of Directors

Nicholas David Blackburn

Kirsten Engell-Sørensen

Pia Bodil Haecky

Independent auditor's report

To the shareholders of MicroWise ApS

Opinion

We have audited the financial statements of MicroWise ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity 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.

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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Silkeborg, 04.07.2024

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Rasmus Volert Madsen

State Authorised Public Accountant

Identification No (MNE) mne45822

Management commentary

Primary activities

The company's principal activity is to conduct business with devices for controlling living organisms in water samples and related activity.

Development in activities and finances

The year's result was a loss of 1.319 T.DKK. compared to a profit of 70 T.DKK last year, which is considered unsatisfactory.

As a result of last year's deficit, the company has lost over 50% of its equity. The company is therefore subject to the Companies Act's rules on capital losses. It is the management's expectation that equity can be re-established via capital injection or realized gains from continued operations.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss	2	(1,116,650)	316,767
Staff costs	3	(92,115)	(117,362)
Depreciation, amortisation and impairment losses		(100,685)	(79,049)
Operating profit/loss		(1,309,450)	120,356
Other financial income		0	507
Other financial expenses		(17,329)	(26,218)
Profit/loss before tax		(1,326,779)	94,645
Tax on profit/loss for the year	4	7,292	(24,380)
Profit/loss for the year		(1,319,487)	70,265
Proposed distribution of profit and loss			
Retained earnings		(1,319,487)	70,265
Proposed distribution of profit and loss		(1,319,487)	70,265

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Acquired patents		396,386	379,594
Intangible assets	5	396,386	379,594
Other fixtures and fittings, tools and equipment		12,622	19,210
Property, plant and equipment	6	12,622	19,210
Fixed assets		409,008	398,804
Raw materials and consumables		595,629	788,676
Inventories		595,629	788,676
Trade receivables		156,587	0
Other receivables		162,716	633,535
Income tax receivable		14,000	0
Prepayments		338,830	701,146
Receivables		672,133	1,334,681
Cash		449,946	586,002
Current assets		1,717,708	2,709,359
Assets		2,126,716	3,108,163

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		152,667	152,667
Retained earnings		(943,599)	375,888
Equity		(790,932)	528,555
Deferred tax		0	8,000
Other provisions		0	347,753
Provisions		0	355,753
Other payables		835,142	619,231
Non-current liabilities other than provisions	7	835,142	619,231
Current portion of non-current liabilities other than provisions	7	0	246,000
Bank loans		0	31,923
Prepayments received from customers		620,862	456,886
Trade payables		493,532	352,237
Payables to participating interests		380,520	380,520
Payables to owners and management		501,610	110,107
Income tax payable		0	16,566
Other payables		40,393	10,385
Deferred income		45,589	0
Current liabilities other than provisions		2,082,506	1,604,624
Liabilities other than provisions		2,917,648	2,223,855
Equity and liabilities		2,126,716	3,108,163
Going concern	1		
Unrecognised rental and lease commitments	8		

Statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	152,667	375,888	528,555
Profit/loss for the year	0	(1,319,487)	(1,319,487)
Equity end of year	152,667	(943,599)	(790,932)

As a result of last year's deficit, the company has lost over 50% of its equity. The company is therefore subject to the Companies Act's rules on capital losses. It is the management's expectation that equity can be re-established via capital injection or realized gains from continued operations.

Notes

1 Going concern

The company has lost the company capital and is therefore covered by the rules on capital loss.

The company's management and owners have taken the decision to re-establish the equity in the event of future earnings, and have confirmed in the same manner that they would support the company's financial obligations by either adding capital or waiting to demand payment of their receivables until the company has the sufficient liquidity to service these obligations.

Based on the above, the accounts are presented in accordance to the principles of going concern.

2 Gross profit/loss

Other operating income includes grants received from the Environmental Protection Agency.

3 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	69,075	45,078
Other social security costs	4,029	26,171
Other staff costs	19,011	46,113
	92,115	117,362
Average number of full-time employees	1	1

4 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Current tax	0	18,566
Change in deferred tax	(8,000)	2,561
Adjustment concerning previous years	708	3,253
	(7,292)	24,380

5 Intangible assets

	Acquired patents DKK
Cost beginning of year	587,430
Additions	110,889
Cost end of year	698,319
Amortisation and impairment losses beginning of year	(207,836)
Amortisation for the year	(94,097)
Amortisation and impairment losses end of year	(301,933)
Carrying amount end of year	396,386

6 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	44,316
Cost end of year	44,316
Depreciation and impairment losses beginning of year	(25,106)
Depreciation for the year	(6,588)
Depreciation and impairment losses end of year	(31,694)
Carrying amount end of year	12,622

7 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK	Due after more than 12 months 2023 DKK
Other payables	246,000	835,142
	246,000	835,142

There is no debt after 5 years.

8 Unrecognised rental and lease commitments

	2023 DKK	2022 DKK
Liabilities under rental or lease agreements until maturity in total	0	54,600

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year, however with some reclassifications.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

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.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including profit from the sale of intangible assets and property, plant and equipment, and salary refunds.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for normal inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc.

Property costs

Property costs include costs incurred to operate the Entity's properties in the financial year, including repair and maintenance costs, property tax and electricity, water and heating, which are not charged directly from the lessee.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc. for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet**Intellectual property rights etc.**

Intellectual property rights etc. comprise acquired intellectual property rights and prepayments for intangible assets.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

Interest expenses on loans for the financing of the manufacture of property, plant and equipment are included in

cost if they relate to the manufacturing period. All other finance costs are recognised in the income statement.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	3

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Other provisions

Other provisions comprise expected costs for ongoing projects as well as provisions for repayment of subsidies received.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.