
Arcus Holding A/S

Banemarksvej 50, DK-2605 Brøndby

Annual Report for 1 January - 31 December 2021

CVR No 38 33 03 65

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
27/6 2022

Dorthe Rosenkilde
Saunders
Chairman of the General
Meeting



pwc

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Arcus Holding A/S for the financial year 1 January - 31 December 2021.

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 financial position at 31 December 2021 of the Company and of the results of the Company operations for 2021.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 27 June 2022

Executive Board

Peter Andreas Pettersson

Board of Directors

Thomas Jensen
Chairman

Masanori Yamada

Shuichi Shionoya

Darren Andrew Rayner

Lars Larsen

Independent Auditor's Report

To the Shareholder of Arcus Holding A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Arcus Holding A/S for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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' 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.

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 Financials Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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 misstate-

Independent Auditor's Report

ment, 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 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.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the

Independent Auditor's Report

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.

Hellerup, 27 June 2022

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Allan Knudsen
State Authorised Public Accountant
mne29465

Alexander Oliver Duschek
State Authorised Public Accountant
mne47774

Company Information

The Company

Arcus Holding A/S
Banemarksvej 50
DK-2605 Brøndby

CVR No: 38 33 03 65
Financial period: 1 January - 31 December
Municipality of reg. office: Brøndby

Board of Directors

Thomas Jensen, Chairman
Masanori Yamada
Shuichi Shionoya
Darren Andrew Rayner
Lars Larsen

Executive Board

Peter Andreas Pettersson

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The purpose of the Group is to be the global market leader within software as a service (SaaS) Hybrid and cloud offered unified security platform software. The purpose of the parent company is to develop the hybrid and cloud-based unified security platform and commercialize it, either by itself, or through Group related companies. The Group is operating as standalone company within the Canon Group.

Development in the year

The income statement of the Company for 2021 shows a loss of DKK 113,995,513, and at 31 December 2021 the balance sheet of the Company shows negative equity of DKK 92,091,744.

The company expects growth in both revenues and expenses as it expands into the marketplace. Currently, the Company's is using cash in its operations, its going concern is dependent on its financing from its shareholders. The company shareholders have acknowledged the future needs of the company and have contracted to provide the Company financing needs into 2024.

Research and development

To become the global market leader within hybrid and cloud-offered unified security platform, it is crucial that the Group can recruit and retain employees with high technical and commercial skills. The Group is focusing on retention and development of employees by demonstrating respect for the individual, creating a motivating workplace, and offering opportunities for professional and personal development.

The Company has invested significant amounts creating its software platform capitalized as an intangible asset on the balance sheet. The Company expects that its future sales will provide adequate returns to support the carrying value of this asset. In the event that future expectations of returns materially change, the carrying value of the intangible asset could be impacted.

Subsequent events

In June 2022, the shareholders of the Company agreed on an incremental Capital Investment into the Company to provide for working capital and operational needs into 2024.

No other events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

| | Note | 2021 DKK | 2020 DKK |
|--|------|---------------------|---------------------|
| Gross profit/loss | | -41.036.595 | -41.991.331 |
| Staff expenses | 2 | -519.991 | -653.622 |
| Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | 3 | -28.569.372 | -23.706.613 |
| Profit/loss before financial income and expenses | | -70.125.958 | -66.351.566 |
| Income from investments in subsidiaries | | -69.324.924 | -61.045.055 |
| Financial income | 4 | 11.182.999 | 3.646.975 |
| Financial expenses | 5 | -828.907 | -10.389.423 |
| Profit/loss before tax | | -129.096.790 | -134.139.069 |
| Tax on profit/loss for the year | 6 | 15.101.277 | 16.454.511 |
| Net profit/loss for the year | | -113.995.513 | -117.684.558 |

Distribution of profit

Proposed distribution of profit

| | | |
|--------------------------|---------------------|---------------------|
| Other statutory reserves | -6.558.044 | 3.470.180 |
| Retained earnings | -107.437.469 | -121.154.738 |
| | -113.995.513 | -117.684.558 |

Balance Sheet 31 December

Assets

| | Note | 2021 DKK | 2020 DKK |
|----------------------------------|------|--------------------|--------------------|
| Completed development projects | | 70.769.174 | 74.351.037 |
| Development projects in progress | | 12.684.514 | 12.701.670 |
| Intangible assets | 7 | 83.453.688 | 87.052.707 |
| Investments in subsidiaries | 8 | 0 | 0 |
| Fixed assets | | 83.453.688 | 87.052.707 |
| Inventories | 9 | 60.019 | 33.091 |
| Trade receivables | | 163.564 | 0 |
| Other receivables | | 344.168 | 96.131 |
| Deferred tax asset | 10 | 1.007.909 | 3.907.894 |
| Receivables | | 1.515.641 | 4.004.025 |
| Cash at bank and in hand | | 29.644.381 | 29.602.574 |
| Currents assets | | 31.220.041 | 33.639.690 |
| Assets | | 114.673.729 | 120.692.397 |

Balance Sheet 31 December

Liabilities and equity

| | Note | 2021 DKK | 2020 DKK |
|--|------|---------------------------|---------------------------|
| Share capital | | 4.007.211 | 4.007.211 |
| Reserve for development costs | | 66.969.282 | 73.527.326 |
| Retained earnings | | <u>-163.068.237</u> | <u>-39.138.714</u> |
| Equity | | <u>-92.091.744</u> | <u>38.395.823</u> |
| Provisions relating to investments in group enterprises | 8 | <u>15.530.267</u> | <u>26.642.358</u> |
| Provisions | | <u>15.530.267</u> | <u>26.642.358</u> |
| Payables to group enterprises | | <u>189.586.730</u> | <u>54.697.832</u> |
| Long-term debt | 11 | <u>189.586.730</u> | <u>54.697.832</u> |
| Trade payables | | 282.448 | 22.695 |
| Payables to group enterprises | 11 | 1.098.538 | 10.357 |
| Other payables | | 172.540 | 923.332 |
| Deferred income | | <u>94.950</u> | <u>0</u> |
| Short-term debt | | <u>1.648.476</u> | <u>956.384</u> |
| Debt | | <u>191.235.206</u> | <u>55.654.216</u> |
| Liabilities and equity | | <u>114.673.729</u> | <u>120.692.397</u> |
| Going concern | 1 | | |
| Contingent assets, liabilities and other financial obligations | 12 | | |
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Statement of Changes in Equity

| | Share capital | Reserve for development costs | Retained earnings | Total |
|--------------------------------|------------------|-------------------------------------|----------------------|--------------------|
| | DKK | DKK | DKK | DKK |
| Equity at 1 January | 4.007.211 | 73.527.326 | -39.138.714 | 38.395.823 |
| Exchange adjustments | 0 | 0 | -16.492.054 | -16.492.054 |
| Development costs for the year | 0 | -6.558.044 | 0 | -6.558.044 |
| Net profit/loss for the year | 0 | 0 | -107.437.469 | -107.437.469 |
| Equity at 31 December | 4.007.211 | 66.969.282 | -163.068.237 | -92.091.744 |

Notes to the Financial Statements

1 Going concern

The company expects growth in both revenues and expenses as it expands into the marketplace. Currently, the Company is using cash in its operations, its going concern is dependent on additional financing from its shareholders. In June 2022 the shareholders of the Company agreed on an incremental Capital Investment into the Company to provide for working capital and operational needs into 2024.

| | <u>2021</u> DKK | <u>2020</u> DKK |
|---|--------------------------|--------------------------|
| 2 Staff expenses | | |
| Wages and salaries | 518.857 | 639.637 |
| Other social security expenses | <u>1.134</u> | <u>13.985</u> |
| | <u>519.991</u> | <u>653.622</u> |
| Average number of employees | <u>0</u> | <u>0</u> |
| 3 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | | |
| Amortisation of intangible assets | <u>28.569.372</u> | <u>23.706.613</u> |
| | <u>28.569.372</u> | <u>23.706.613</u> |
| 4 Financial income | | |
| Interest received from group enterprises | 5.174.045 | 3.534.960 |
| Other financial income | 3.282 | 112.015 |
| Exchange gains | <u>6.005.672</u> | <u>0</u> |
| | <u>11.182.999</u> | <u>3.646.975</u> |
| 5 Financial expenses | | |
| Interest paid to group enterprises | 765.924 | 186.059 |
| Interest paid to associates | 18.282 | 3.195 |
| Other financial expenses | 44.701 | 90.098 |
| Exchange loss | <u>0</u> | <u>10.110.071</u> |
| | <u>828.907</u> | <u>10.389.423</u> |

Notes to the Financial Statements

| | 2021 <u>DKK</u> | 2020 <u>DKK</u> |
|---|--|--|
| 6 Tax on profit/loss for the year | | |
| Current tax for the year | -18.001.262 | -11.890.544 |
| Deferred tax for the year | 2.899.985 | -4.563.967 |
| | <u>-15.101.277</u> | <u>-16.454.511</u> |
| | | |
| 7 Intangible assets | | |
| | Completed development projects <u>DKK</u> | Development projects in progress <u>DKK</u> |
| Cost at 1 January | 127.051.255 | 12.701.670 |
| Additions for the year | 0 | 24.970.353 |
| Transfers for the year | 24.987.509 | -24.987.509 |
| Cost at 31 December | <u>152.038.764</u> | <u>12.684.514</u> |
| | | |
| Impairment losses and amortisation at 1 January | 52.700.218 | 0 |
| Amortisation for the year | 28.569.372 | 0 |
| Impairment losses and amortisation at 31 December | <u>81.269.590</u> | <u>0</u> |
| | | |
| Carrying amount at 31 December | <u>70.769.174</u> | <u>12.684.514</u> |

Development projects relate to the development of the existing Arcus's software offering and new functionality added to the existing platform. The new functionality will be released on an ongoing basis. The development is progressing according to plan through the use of the resources allocated by Management to the development. The new functionality is primarily targeted towards mid-size and Enterprise customers, which are the customers targeted today. The functionality developed is based on input from various stakeholders within the VMS market, internally as well as externally.

Notes to the Financial Statements

| | 2021 DKK | 2020 DKK |
|---|--------------|--------------|
| 8 Investments in subsidiaries | | |
| Cost at 1 January | 621 | 621 |
| Cost at 31 December | 621 | 621 |
| Value adjustments at 1 January | -161.932.955 | -116.062.161 |
| Exchange adjustment | -16.492.054 | 15.174.261 |
| Net profit/loss for the year | -69.324.924 | -61.045.055 |
| Value adjustments at 31 December | -247.749.933 | -161.932.955 |
| Equity investments with negative net asset value amortised over receivables | 232.219.045 | 135.289.976 |
| Equity investments with negative net asset value transferred to provisions | 15.530.267 | 26.642.358 |
| Carrying amount at 31 December | 0 | 0 |

Investments in subsidiaries are specified as follows:

| Name | Place of registered office | Share capital | Votes and ownership |
|---------------|----------------------------|---------------|---------------------|
| Arcules, Inc. | USA | 621 | 100% |

| | 2021 DKK | 2020 DKK |
|-------------------------------------|---------------|---------------|
| 9 Inventories | | |
| Finished goods and goods for resale | 60.019 | 33.091 |
| | 60.019 | 33.091 |

| | 2021 DKK | 2020 DKK |
|---|------------------|------------------|
| 10 Deferred tax asset | | |
| Deferred tax asset at 1 January | 3.907.894 | -656.073 |
| Amounts recognised in the income statement for the year | -2.899.985 | 4.563.967 |
| Deferred tax asset at 31 December | 1.007.909 | 3.907.894 |

Notes to the Financial Statements

11 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

Payables to group enterprises

| | | |
|--|---------------------------|--------------------------|
| Between 1 and 5 years | 189.586.730 | 54.697.832 |
| Long-term part | <u>189.586.730</u> | <u>54.697.832</u> |
| Within 1 year | 1.098.538 | 0 |
| Other short-term debt to group enterprises | 0 | 10.357 |
| Short-term part | <u>1.098.538</u> | <u>10.357</u> |
| | <u>190.685.268</u> | <u>54.708.189</u> |

12 Contingent assets, liabilities and other financial obligations

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Canon Danmark A/S, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Notes to the Financial Statements

13 Related parties

Consolidated Financial Statements

The company is included in the group report for the parent company

| Name | Place of registered office |
|------------|----------------------------|
| Canon Inc. | Tokyo, Japan |

Consolidated Financial statements for Canon Inc. can be obtained on the company's website:

canon.com

Notes to the Financial Statements

14 Accounting Policies

The Annual Report of Arcus Holding A/S for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2021 are presented in DKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Canon Inc., the Company has not prepared consolidated financial statements.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Notes to the Financial Statements

14 Accounting Policies (continued)

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Notes to the Financial Statements

14 Accounting Policies (continued)

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Intangible assets

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

Impairment of fixed assets

The carrying amounts of intangible assets are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Inventories

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

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable

Notes to the Financial Statements

14 Accounting Policies (continued)

value is determined allowing for marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.