
Arcus Holding A/S

Banemarksvej 50, DK-2605 Brøndby

Annual Report for 1 January - 31 December 2020

CVR No 38 33 03 65

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
28/5 2021

Anne Krebs
Chairman of the General
Meeting



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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 2020.

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 2020 of the Company and of the results of the Company operations for 2020.

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, 28 May 2021

Executive Board

Peter Andreas Pettersson

Board of Directors

Lars Thinggaard
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 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020 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 2020, 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 disclosures, and whether the Financial Statements represent the underlying transactions and events

Independent Auditor's Report

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, 28 May 2021

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Allan Knudsen

statsautoriseret revisor

mne29465

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

Lars Thinggaard, 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 2020 shows a loss of DKK 117,684,558, and at 31 December 2020 the balance sheet of the Company shows equity of DKK 38,395,823.

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 additional financing from its shareholders, and it expects to require additional financing in the future. The company shareholders have acknowledged the future needs of the company and have contracted to provide the Company financing needs into 2022.

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

The Company's growth outlook for the future will continue to be negatively affected by the continued COVID-19 measures taken by governments in most of the world to mitigate the impacts of the outbreak. The Company expects a ramp in the sales results following COVID-19 sanctions being lifted, and to date has not been able to realize this ramp given the continued restrictions. Although COVID-19 was experienced during the reported period, the continued impact does not change the results reported in 2020, and as such is disclosed as a subsequent event. The results reported in the financial statements already include the impact of COVID-19 during the 2020 reporting period.

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	2020 DKK	2019 DKK
Gross profit/loss		-41.991.331	-37.215.316
Staff expenses	2	-653.622	0
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	3	-23.706.613	-18.557.208
Profit/loss before financial income and expenses		-66.351.566	-55.772.524
Income from investments in subsidiaries		-61.045.055	-57.855.845
Financial income	4	3.646.975	4.203.473
Financial expenses	5	-10.389.423	-605.131
Profit/loss before tax		-134.139.069	-110.030.027
Tax on profit/loss for the year	6	16.454.511	9.178.545
Net profit/loss for the year		-117.684.558	-100.851.482

Distribution of profit

Proposed distribution of profit

Other statutory reserves	3.470.180	-8.345.127
Retained earnings	-121.154.738	-92.506.355
	-117.684.558	-100.851.482

Balance Sheet 31 December

Assets

	Note	2020 DKK	2019 DKK
Completed development projects		74.351.037	81.804.205
Development projects in progress		12.701.670	5.258.553
Intangible assets	7	87.052.707	87.062.758
Investments in subsidiaries	8	0	0
Fixed assets		87.052.707	87.062.758
Inventories	9	33.091	0
Other receivables		96.131	731.730
Deferred tax asset	10	3.907.894	0
Receivables		4.004.025	731.730
Cash at bank and in hand		29.602.574	64.780.391
Currents assets		33.639.690	65.512.121
Assets		120.692.397	152.574.879

Balance Sheet 31 December

Liabilities and equity

	Note	2020 DKK	2019 DKK
Share capital		4.007.211	4.007.211
Reserve for development costs		73.527.326	61.712.019
Reserve for exchange rate conversion		13.259.724	0
Retained earnings		-52.398.438	75.778.893
Equity		38.395.823	141.498.123
Provision for deferred tax	10	0	656.073
Provisions relating to investments in group enterprises	8	26.642.358	9.902.999
Provisions		26.642.358	10.559.072
Payables to group enterprises		54.697.832	0
Long-term debt	11	54.697.832	0
Trade payables		22.695	60.000
Payables to group enterprises	11	10.357	457.681
Other payables		923.332	3
Short-term debt		956.384	517.684
Debt		55.654.216	517.684
Liabilities and equity		120.692.397	152.574.879
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	Reserve for exchange rate conversion	Retained earnings	Total
	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	4.007.211	70.057.146	-1.322.534	68.756.300	141.498.123
Exchange adjustments	0	0	14.582.258	0	14.582.258
Development costs for the year	0	3.470.180	0	0	3.470.180
Net profit/loss for the year	0	0	0	-121.154.738	-121.154.738
Equity at 31 December	4.007.211	73.527.326	13.259.724	-52.398.438	38.395.823

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's is using cash in its operations, its going concern is dependent on additional financing from its shareholders, and it expects to require additional financing in the future. The company shareholders have acknowledged the future needs of the company and have contracted to provide the Company financing needs into 2022.

	2020 DKK	2019 DKK
2 Staff expenses		
Wages and salaries	639.637	0
Other social security expenses	13.985	0
	653.622	0
Average number of employees	0	0
3 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		
Amortisation of intangible assets	23.706.613	18.557.208
	23.706.613	18.557.208
4 Financial income		
Income from fixed asset investments	0	1.437.422
Interest received from group enterprises	3.534.960	2.106.977
Other financial income	112.015	659.074
	3.646.975	4.203.473
5 Financial expenses		
Interest paid to group enterprises	186.059	185.033
Interest paid to associates	3.195	8.636
Other financial expenses	90.098	23.913
Exchange loss	10.110.071	387.549
	10.389.423	605.131

Notes to the Financial Statements

	2020 DKK	2019 DKK
6 Tax on profit/loss for the year		
Current tax for the year	-11.890.544	393.680
Deferred tax for the year	-4.563.967	-9.572.225
	-16.454.511	-9.178.545
7 Intangible assets		
	Completed development projects DKK	Development projects in progress DKK
Cost at 1 January	110.797.810	5.258.553
Additions for the year	0	23.696.562
Transfers for the year	16.253.445	-16.253.445
Cost at 31 December	127.051.255	12.701.670
Impairment losses and amortisation at 1 January	28.993.605	0
Amortisation for the year	23.706.613	0
Impairment losses and amortisation at 31 December	52.700.218	0
Carrying amount at 31 December	74.351.037	12.701.670

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 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

	2020 DKK	2019 DKK
8 Investments in subsidiaries		
Cost at 1 January	621	621
Cost at 31 December	621	621
Value adjustments at 1 January	-116.062.161	-56.883.798
Exchange adjustment	15.174.261	-1.322.518
Net profit/loss for the year	-61.045.055	-57.855.845
Value adjustments at 31 December	-161.932.955	-116.062.161
Equity investments with negative net asset value amortised over receivables	135.289.976	116.061.540
Equity investments with negative net asset value transferred to provisions	26.642.358	0
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%

	2020 DKK	2019 DKK
9 Inventories		
Finished goods and goods for resale	33.091	0
	33.091	0

Notes to the Financial Statements

	2020	2019
	DKK	DKK
10 Deferred tax asset		
Deferred tax asset at 1 January	-656.073	-10.228.298
Amounts recognised in the income statement for the year	4.563.967	9.572.225
Deferred tax asset at 31 December	3.907.894	-656.073

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	54.697.832	0
Long-term part	54.697.832	0
Other short-term debt to group enterprises	10.357	457.681
	54.708.189	457.681

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 2020 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 2020 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 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

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 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.

Notes to the Financial Statements

14 Accounting Policies (continued)

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.