



Sterisafe IP ApS

Ole Maaløes Vej 3
2200 Copenhagen N
CVR No. 38549278

Annual report 2022

The Annual General Meeting adopted the
annual report on 06.07.2023

Eliot Booth

Chairman of the General Meeting

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Entity details

Entity

Sterisafe IP ApS
Ole Maaløes Vej 3
2200 Copenhagen N

Business Registration No.: 38549278
Registered office: Copenhagen
Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Lars Nannerup
Lars Nygaard Jepsen

Executive Board

Eliot Booth

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Sterisafe IP ApS for the financial year 01.01.2022 - 31.12.2022.

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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

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.

Copenhagen, 06.07.2023

Executive Board

Eliot Booth

Board of Directors

Lars Nannerup

Lars Nygaard Jepsen

Independent auditor's report

To the shareholders of Sterisafe IP ApS

Opinion

We have audited the financial statements of Sterisafe IP ApS for the financial year 01.01.2022 - 31.12.2022, 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 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.

Material uncertainty related to going concern

We draw the attention to note 1 in the financial statements stating that the Company's ability to continue as a going concern depends on support from the parent company, a positive dialogue with credit institutions and Management's ability to secure the financing needed for the remainder of 2023.

Management is aiming at that new financing will be received during the second half of 2023 and/or that the underlying activity will generate sufficient positive cash flow. Consequently, the financial statements are presented based on the assumption that the Company is a going concern.

As stated in note 1 to the financial statements, a material uncertainty is indicated which may raise considerable doubts about the Company's ability to continue as a going concern. We have not modified our opinion in this respect.

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 under the Danish Financial Statements Act.

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 of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 06.07.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Henrik Wolff Mikkelsen

State Authorised Public Accountant
Identification No (MNE) mne33747

Management commentary

Primary activities

The company's main activities are to develop, promote and sell environmentally friendly disinfection technologies.

Description of material changes in activities and finances

The Group of companies has experienced an increase of revenue and gross profit in 2022 from key activities. These activities continued in the first half of 2023 and are expected to continue in the second half of the year.

Financially, Sterisafe IP ApS realized a loss in the year of DKK 8,358K. A significant part of the loss is associated with the closure of the activities in Sweden. While the result is considered unsatisfactory, it is an improvement compared to 2021 and 2022 and further improvement of results are expected in the coming years.

The company has lost its equity and in accordance with the Danish Companies Act, it is Management's plan that equity will be reestablished from future profits or capital injections from the parent company. As mentioned in note 1, the parent company has issued a letter of support which expires in July 2024. Based on this, management has assessed that Sterisafe IP ApS is going concern.

Uncertainty relating to recognition and measurement

Intangible assets

Intangible assets total DKK 1.527K related mainly to development projects that are measured at cost. The completed development projects are depreciated on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. The measurement is subject to uncertainty.

Management is aiming at that income and cash flow related to projects and patents will materialise and that the significant uncertainty primarily relates to the timing of income and cash flow. It is the opinion of Management that the net booked value of development projects and the related patents is not subject to further impairment.

Tax receivable

Income tax receivable amounting to DKK 433 thousands relates to the expected refund of tax credit under the Danish Tax Credit Scheme, according to which the company can get a refund of the tax value related to costs for research and development activities.

Based on an evaluation of the criteria for using the scheme, it is Management's assessment that Sterisafe qualifies for using the scheme. The recognition of the receivable is based on this assessment.

Whether the criteria are met, is subject to an estimate, with an underlying risk and uncertainty. The Danish Tax Authorities may have another opinion and in this case, there could be a risk that the Company will not receive the tax receivable of DKK 433 thousands.

It is Management's assessment that Sterisafe also qualifies for using the scheme in prior years, thus no provision has been included in this respect.

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 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		1,766,829	(5,113,024)
Staff costs	3	(4,307,539)	(11,071,089)
Depreciation, amortisation and impairment losses		(826,184)	(7,924,302)
Operating profit/loss		(3,366,894)	(24,108,415)
Income from investments in group enterprises		(4,451,640)	(3,508,215)
Other financial income		0	23,183
Other financial expenses	4	(843,573)	(2,104,532)
Profit/loss before tax		(8,662,107)	(29,697,979)
Tax on profit/loss for the year	5	303,858	916,636
Profit/loss for the year		(8,358,249)	(28,781,343)
Proposed distribution of profit and loss			
Retained earnings		(8,358,249)	(28,781,343)
Proposed distribution of profit and loss		(8,358,249)	(28,781,343)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Completed development projects	7	1,468,218	435,531
Acquired patents		59,105	62,005
Development projects in progress	7	0	403,554
Intangible assets	6	1,527,323	901,090
Other fixtures and fittings, tools and equipment		0	71,243
Property, plant and equipment	8	0	71,243
Investments in group enterprises		929,614	3,569,205
Deposits		99,302	140,199
Financial assets	9	1,028,916	3,709,404
Fixed assets		2,556,239	4,681,737
Manufactured goods and goods for resale		7,732,026	7,377,000
Inventories		7,732,026	7,377,000
Trade receivables		460,367	614,509
Receivables from group enterprises		570,781	3,084,571
Other receivables		319,764	107,298
Income tax receivable		433,000	129,142
Prepayments		3,189,450	3,366,801
Receivables		4,973,362	7,302,321
Cash		639,479	661,800
Current assets		13,344,867	15,341,121
Assets		15,901,106	20,022,858

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		50,000	50,000
Reserve for development expenditure		1,145,210	4,853,280
Retained earnings		(39,420,393)	(34,770,214)
Equity		(38,225,183)	(29,866,934)
Debt to other credit institutions		7,947,049	7,041,400
Payables to group enterprises		43,548,355	39,073,159
Other payables		690,946	690,946
Non-current liabilities other than provisions	10	52,186,350	46,805,505
Current portion of non-current liabilities other than provisions	10	976,824	1,638,919
Trade payables		646,570	525,496
Payables to group enterprises		0	114,811
Other payables		316,545	805,061
Current liabilities other than provisions		1,939,939	3,084,287
Liabilities other than provisions		54,126,289	49,889,792
Equity and liabilities		15,901,106	20,022,858
Going concern	1		
Uncertainty relating to recognition and measurement	2		
Unrecognised rental and lease commitments	11		
Contingent liabilities	12		
Assets charged and collateral	13		

Statement of changes in equity for 2022

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	50,000	4,853,280	(34,770,214)	(29,866,934)
Transfer to reserves	0	(3,708,070)	3,708,070	0
Profit/loss for the year	0	0	(8,358,249)	(8,358,249)
Equity end of year	50,000	1,145,210	(39,420,393)	(38,225,183)

Notes

1 Going concern

The Company's ability to continue as a going concern depends on support from the parent company, a positive dialogue with credit institutions and Management's ability to secure the financing needed for the remainder of 2023.

Management has received a support letter from the parent company, which expires in July 2024.

The dialogue with credit institutions has remained positive throughout the year and Management is confident that no loans presented as non-current liabilities will fall due during the remainder for 2023.

Management is aiming at that new financing will be received during the second half of 2023 and/or that the underlying activity will generate sufficient positive cash flow.

Based on the above mentioned factors, the financial statements are presented based on the assumption that the Company is a going concern. However, material uncertainty is connected with especially the need for financing as no commitment from investors have been received as of date of approval of the Annual report 2022.

2 Uncertainty relating to recognition and measurement

Intangible assets

Intangible assets total DKK 1.527K related mainly to development projects that are measured at cost. The completed development projects are depreciated on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development projects. The measurement is subject to uncertainty.

Management is aiming at that income and cash flow related to projects and patents will materialise and that the significant uncertainty primarily relates to the timing of income and cash flow. It is the opinion of Management that the net booked value of development projects and the related patents is not subject to further impairment.

Tax receivable

Income tax receivable amounting to DKK 433 thousands relates to the expected refund of tax credit under the Danish Tax Credit Scheme, according to which the company can get a refund of the tax value related to costs for research and development activities.

Based on an evaluation of the criteria for using the scheme, it is Management's assessment that Sterisafe qualifies for using the scheme. The recognition of the receivable is based on this assessment.

Whether the criteria are met, is subject to an estimate, with an underlying risk and uncertainty. The Danish Tax Authorities may have another opinion and in this case, there could be a risk that the Company will not receive the tax receivable of DKK 433 thousands.

It is Management's assessment that Sterisafe also qualifies for using the scheme in prior years, thus no provision has been included in this respect.

3 Staff costs

	2022 DKK	2021 DKK
Wages and salaries	4,186,433	10,735,233
Pension costs	38,323	113,120
Other social security costs	65,871	159,299
Other staff costs	16,912	63,437
	4,307,539	11,071,089

Average number of full-time employees	6	8
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4 Other financial expenses

	2022 DKK	2021 DKK
Financial expenses from group enterprises	0	388,028
Other financial expenses	843,573	1,716,504
	843,573	2,104,532

5 Tax on profit/loss for the year

	2022 DKK	2021 DKK
Current tax	(303,858)	(129,142)
Adjustment concerning previous years	0	(787,494)
	(303,858)	(916,636)

6 Intangible assets

	Completed development projects DKK	Acquired patents DKK	Development projects in progress DKK
Cost beginning of year	12,074,182	64,905	403,554
Transfers	403,554	0	(403,554)
Additions	1,381,174	0	0
Cost end of year	13,858,910	64,905	0
Amortisation and impairment losses beginning of year	(11,638,651)	(2,900)	0
Amortisation for the year	(752,041)	(2,900)	0
Amortisation and impairment losses end of year	(12,390,692)	(5,800)	0
Carrying amount end of year	1,468,218	59,105	0

7 Development projects

Development projects in progress consist of project relating to new products that the company is developing. The capitalized development costs consists of material costs and direct staff costs etc., which is handled and recorded in the company's internal project module.

The value of completed development projects are at 31 December 2022 DKK 1.468K.

8 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	575,595
Cost end of year	575,595
Depreciation and impairment losses beginning of year	(504,352)
Depreciation for the year	(71,243)
Depreciation and impairment losses end of year	(575,595)
Carrying amount end of year	0

9 Financial assets

	Investments in group enterprises DKK	Deposits DKK
Cost beginning of year	6,671,069	140,199
Additions	1,812,049	0
Disposals	0	(40,897)
Cost end of year	8,483,118	99,302
Impairment losses beginning of year	(3,101,864)	0
Impairment losses for the year	(4,451,640)	0
Impairment losses end of year	(7,553,504)	0
Carrying amount end of year	929,614	99,302

Investments in subsidiaries	Registered in	Equity interest %
O3 Technology AB	Sweden	100
Sterisafe Sweden AB	Sweden	100

10 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK	Due within 12 months 2021 DKK	Due after more than 12 months 2022 DKK	Outstanding after 5 years 2022 DKK
Debt to other credit institutions	976,824	1,638,919	7,947,049	1,188,145
Payables to group enterprises	0	0	43,548,355	0
Other payables	0	0	690,946	0
	976,824	1,638,919	52,186,350	1,188,145

11 Unrecognised rental and lease commitments

	2022 DKK	2021 DKK
Liabilities under rental or lease agreements until maturity in total	351,965	303,599

12 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Sterisafe Holding A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

13 Assets charged and collateral

As security for the debt to Vækstfonden (principal amount of 4,000 thousand DKK), the company has provided collateral on the following assets with their corresponding accounting values as of December 31, 2022:

- Other fixtures and fittings, tools and equipment: 0 t.dkk
- Trade receivables: 460 t.dkk
- Inventories: 7,732 t.dkk
- Acquired patents: 59 t.dkk

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.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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, cost of goods sold 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.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost.

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. This item also includes writedowns of receivables recognised in current assets.

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.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividends etc received from the individual group enterprises in the financial year.

Other financial income

Other financial income comprises interest income, payables and transactions in foreign currencies 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 development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 5 years.

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.

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	2-3 years

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.

Investments in group enterprises

Investments in group enterprises are measured at cost. Investments 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 of bank deposits.

Other financial liabilities

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