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# ***SNIPR Holdings ApS***

Lersø Parkallé 44, 5, DK-2100 København Ø

## **Annual Report for 1 January - 31 December 2019**

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CVR No 38 84 71 20

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
13/5 2020

Christian Grøndahl  
Chairman of the General  
Meeting



**pwc**

# Contents

|  | <u>Page</u> |
|--|-------------|
| <b>Management's Statement and Auditor's Report</b> |             |
| Management's Statement                             | 1           |
| Independent Auditor's Report                       | 2           |
| <b>Company Information</b>                         |             |
| Company Information                                | 5           |
| Management's Review                                | 6           |
| <b>Financial Statements</b>                        |             |
| Income Statement 1 January - 31 December           | 7           |
| Balance Sheet 31 December                          | 8           |
| Statement of Changes in Equity                     | 10          |
| Notes to the Financial Statements                  | 11          |

# Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of SNIPR Holdings ApS for the financial year 1 January - 31 December 2019.

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 2019 of the Company and of the results of the Company operations for 2019.

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

Copenhagen, 13 May 2020

## Executive Board

Christian Grøndahl  
CEO

## Board of Directors

Christian Ellebæk Elling  
Chairman

Jasper Clube

Morten Otto Alexander  
Sommer

Christian Grøndahl

Jørgen Ulrik Vejlsgaard

# Independent Auditor's Report

To the Shareholders of SNIPR Holdings ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of SNIPR Holdings ApS for the financial year 1 January - 31 December 2019, 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

## 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, 13 May 2020

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Martin Lunden  
statsautoriseret revisor  
mne32209

Simon Vinberg Andersen  
statsautoriseret revisor  
mne35458

## Company Information

### **The Company**

SNIPR Holdings ApS  
Lersø Parkallé 44, 5  
DK-2100 København Ø

CVR No: 38 84 71 20  
Financial period: 1 January - 31 December  
Incorporated: 10 August 2017  
Municipality of reg. office: København

### **Board of Directors**

Christian Ellebæk Elling, Chairman  
Jasper Clube  
Morten Otto Alexander Sommer  
Christian Grøndahl  
Jørgen Ulrik Vejlsgaard

### **Executive Board**

Christian Grøndahl

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

# Management's Review

## Key activities

The purpose of the company is directly and / or through the holding of shares in other companies, to conduct business with technological development, production and trade, and other companies, which, in the opinion of the Board of Directors, are associated with the company.

## Development in the year

The income statement of the Company for 2019 shows a profit of DKK 31,726,667, and at 31 December 2019 the balance sheet of the Company shows equity of DKK 32,426,983. The profit for the year is due to an increase in the investment SNIPR Biome's equity, which is measured under the equity method, as result of capital increase.

## Subsequent events

The implications of COVID-19 with many governments across the world deciding to close down their countries will have great impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date 31 December 2019, which is therefore a non-adjusting event to the Company.

The Company's investment in the associated company SNIPR Biome has in March temporarily closed its premises as a response to the unfolding Covid-19 pandemic and employees are working from home. The impact is still too early to assess accurately, however the premises are closed at a minimum to after Easter and could be longer, see also subsequent events disclosures in note 1.



## Income Statement 1 January - 31 December

|   | Note | 2019<br>12 months<br>DKK | 2017/18<br>17 months<br>DKK |
|---|------|--------------------------|-----------------------------|
| <b>Gross profit/loss</b>                                |      | <b>-158.515</b>          | <b>-1.575.379</b>           |
| Impairment of current assets                            |      | 0                        | -307.556                    |
| <b>Profit/loss before financial income and expenses</b> |      | <b>-158.515</b>          | <b>-1.882.935</b>           |
| Income from investments in subsidiaries                 |      | 0                        | -17.606.317                 |
| Income from investments in associates                   |      | 31.885.351               | 0                           |
| Financial income  | 2    | 0                        | 39                          |
| Financial expenses                                      | 3    | -266                     | -3.997                      |
| <b>Profit/loss before tax</b>                           |      | <b>31.726.570</b>        | <b>-19.493.210</b>          |
| Tax on profit/loss for the year                         | 4    | 97                       | 326.607                     |
| <b>Net profit/loss for the year</b>                     |      | <b>31.726.667</b>        | <b>-19.166.603</b>          |

## Distribution of profit

### Proposed distribution of profit

|   |  |                   |                    |
|---|--|-------------------|--------------------|
| Reserve for net revaluation under the equity method |  | 31.885.351        | 0                  |
| Retained earnings                                   |  | -158.684          | -19.166.603        |
|   |  | <b>31.726.667</b> | <b>-19.166.603</b> |

# Balance Sheet 31 December

## Assets

|                                    | Note | 2019<br>12 months<br>DKK | 2017/18<br>17 months<br>DKK |
|------------------------------------|------|--------------------------|-----------------------------|
| Investments in subsidiaries        | 5    | 0                        | 0                           |
| Investments in associates          | 6    | 31.885.351               | 0                           |
| <b>Fixed asset investments</b>     |      | <b>31.885.351</b>        | <b>0</b>                    |
| <b>Fixed assets</b>                |      | <b>31.885.351</b>        | <b>0</b>                    |
| Receivables from group enterprises |      | 5.111.752                | 409.591                     |
| Corporation tax                    |      | 326.704                  | 326.607                     |
| <b>Receivables</b>                 |      | <b>5.438.456</b>         | <b>736.198</b>              |
| <b>Cash at bank and in hand</b>    |      | <b>504.467</b>           | <b>4.744</b>                |
| <b>Currents assets</b>             |      | <b>5.942.923</b>         | <b>740.942</b>              |
| <b>Assets</b>                      |      | <b>37.828.274</b>        | <b>740.942</b>              |

# Balance Sheet 31 December

## Liabilities and equity

|   | 2019              | 2017/18        |
|---|-------------------|----------------|
| Note  | 12 months         | 17 months      |
|   | DKK               | DKK            |
| Share capital                                       | 671.146           | 671.146        |
| Reserve for net revaluation under the equity method | 31.885.351        | 0              |
| Retained earnings                                   | -129.514          | 29.171         |
| <b>Equity</b>                                       | <b>32.426.983</b> | <b>700.317</b> |
| Trade payables                                      | 48.126            | 40.625         |
| Payables to associates                              | 124.721           | 0              |
| Other payables                                      | 5.228.444         | 0              |
| <b>Short-term debt</b>                              | <b>5.401.291</b>  | <b>40.625</b>  |
| <b>Debt</b>   | <b>5.401.291</b>  | <b>40.625</b>  |
| <b>Liabilities and equity</b>                       | <b>37.828.274</b> | <b>740.942</b> |
| Subsequent events                                   | 1                 |                |
| Accounting Policies                                 | 7                 |                |

## Statement of Changes in Equity

|                              | Share capital  | Reserve for net<br>revaluation<br>under the equity<br>method | Retained<br>earnings | Total             |
|------------------------------|----------------|--|----------------------|-------------------|
|                              | DKK            | DKK  | DKK                  | DKK               |
| Equity at 1 January          | 671.146        | 0  | 29.170               | 700.316           |
| Net profit/loss for the year | 0              | 31.885.351   | -158.684             | 31.726.667        |
| <b>Equity at 31 December</b> | <b>671.146</b> | <b>31.885.351</b>  | <b>-129.514</b>      | <b>32.426.983</b> |

# Notes to the Financial Statements

## 1 Subsequent events

The implications of COVID-19 with many governments across the world deciding to close down their countries will have great impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date 31 December 2019, which is therefore a non-adjusting event to the Company.

The Company's investment in the associated company SNIPR Biome has in March temporarily closed it premises as a response to the unfolding Covid-19 pandemic and employees are working from home. The impact is still too early to assess accurately, however the premises are closed at a minimum to after Easter and could be longer.

|  | 2019<br>12 months<br>DKK | 2017/18<br>17 months<br>DKK |
|--|--------------------------|-----------------------------|
| <b>2 Financial income</b>                |                          |                             |
| Exchange adjustments                     | 0                        | 39                          |
|  | <b>0</b>                 | <b>39</b>                   |
| <b>3 Financial expenses</b>              |                          |                             |
| Other financial expenses                 | 266                      | 2.459                       |
| Exchange adjustments, expenses           | 0                        | 1.538                       |
|  | <b>266</b>               | <b>3.997</b>                |
| <b>4 Tax on profit/loss for the year</b> |                          |                             |
| Current tax for the year                 | -97                      | -326.607                    |
|  | <b>-97</b>               | <b>-326.607</b>             |

## Notes to the Financial Statements

|                                       | 2019<br>12 months<br>DKK | 2017/18<br>17 months<br>DKK |
|---------------------------------------|--------------------------|-----------------------------|
| <b>5 Investments in subsidiaries</b>  |                          |                             |
| Cost at 1 January                     | 17.606.317               | 0                           |
| Additions for the year                | 0                        | 17.606.317                  |
| Transfers for the year                | -12.640.180              | 0                           |
| Cost at 31 December                   | <u>4.966.137</u>         | <u>17.606.317</u>           |
| Value adjustments at 1 January        | -17.606.317              | 0                           |
| Net profit/loss for the year          | 0                        | -17.606.317                 |
| Transfers for the year                | 12.640.180               | 0                           |
| Value adjustments at 31 December      | <u>-4.966.137</u>        | <u>-17.606.317</u>          |
| <b>Carrying amount at 31 December</b> | <u><b>0</b></u>          | <u><b>0</b></u>             |

Investments in subsidiaries are specified as follows:

| Name                     | Place of<br>registered office | Share capital | Votes and<br>ownership |
|--------------------------|-------------------------------|---------------|------------------------|
| Folium Food Science Ltd. | UK                            | £ 1           | 75%                    |
| SNIPR Technologies Ltd.  | UK                            | £ 1           | 100%                   |
| *SNIPR Biome Ltd.        | UK                            | £ 1           | 100%                   |

\*SNIPR Biome Ltd has been liquidated during 2019.

## Notes to the Financial Statements

|                                       | 2019<br>12 months<br>DKK | 2017/18<br>17 months<br>DKK |
|---------------------------------------|--------------------------|-----------------------------|
| <b>6 Investments in associates</b>    |                          |                             |
| Cost at 1 January                     | 0                        | 0                           |
| Transfers for the year                | 12.640.180               | 0                           |
| Cost at 31 December                   | 12.640.180               | 0                           |
| Value adjustments at 1 January        | 0                        | 0                           |
| Net profit/loss for the year          | -16.683.237              | 0                           |
| Revaluations for the year, net        | 48.568.588               | 0                           |
| Transfers for the year                | -12.640.180              | 0                           |
| Value adjustments at 31 December      | 19.245.171               | 0                           |
| <b>Carrying amount at 31 December</b> | <b>31.885.351</b>        | <b>0</b>                    |

Investments in associates are specified as follows:

| Name            | Place of registered<br>office | Share capital | Votes and<br>ownership | Equity     | Net profit/loss<br>for the year |
|-----------------|-------------------------------|---------------|------------------------|------------|---------------------------------|
| SNIPR Biome ApS | Denmark                       | 1.077.006     | 46,42%                 | 68.688.821 | -35.939.761                     |

# Notes to the Financial Statements

## 7 Accounting Policies

The Annual Report of SNIPR Holdings ApS for 2019 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 Financial Statements for 2019 are presented in DKK.

### 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.

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



# Notes to the Financial Statements

## 7 Accounting Policies (continued)

### Income Statement

#### Other external expenses

Other external expenses comprise indirect production costs and expenses for sales 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 other external expenses.

#### Income from investments in subsidiaries and associates

The items “Income from investments in subsidiaries” and “Income from investments in associates” in the income statement include 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.

#### 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. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

### Balance Sheet

#### Investments in associates

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

The item “Investments in associates” 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 with deduction or addition of unrealised intercompany profits or losses.

The total net revaluation of investments in associates is transferred upon distribution of profit to “Reserve for net revaluation under the equity method” under equity. The reserve is reduced by dividend

# Notes to the Financial Statements

## 7 Accounting Policies (continued)

distributed to the Parent Company and adjusted for other equity movements in the associates.

Associates 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.

### 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

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