## Deloitte.



### Alpha Aqua A/S

Læssevejen 2 6700 Esbjerg CVR No. 38935593

### Annual report 2022

The Annual General Meeting adopted the annual report on 25.05.2023

#### Kristian Bech Andersen

Chairman of the General Meeting

Alpha Aqua A/S | Contents

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## **Entity details**

#### **Entity**

Alpha Aqua A/S Læssevejen 2 6700 Esbjerg

Business Registration No.: 38935593

Registered office: Esbjerg

Financial year: 01.01.2022 - 31.12.2022

#### **Board of Directors**

Kristian Bech Andersen Klaus Westergaard Sørensen Yuri Rudolf Urlic Skov

#### **Executive Board**

Christoffer Møller Kristensen

#### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Dokken 8 6700 Esbjerg

## **Statement by Management**

The Board of Directors and the Executive Board have today considered and approved the annual report of Alpha Aqua A/S 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.

Esbjerg, 08.05.2023

**Executive Board** 

Christoffer Møller Kristensen

**Board of Directors** 

Kristian Bech Andersen

Klaus Westergaard Sørensen

Yuri Rudolf Urlic Skov

# Independent auditor's extended review report

#### To the shareholders of Alpha Agua A/S

#### Conclusion

We have performed an extended review of the financial statements of Alpha Aqua A/S 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.

Based on our extended review, 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 conclusion**

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

#### **Emphasis of matter**

We draw attention to note 1, which shows that there is uncertainty regarding the recognition and measurement of trade receivables in connection with the fact that the company is part of an arbitration case. Our conclusion has not been modified on this issue.

#### 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, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting 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 extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and

perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

#### Statement on the management commentary

Management is responsible for the management commentary.

Our conclusion 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 extended review 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 extended review 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 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.

Esbjerg, 08.05.2023

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab CVR No. 33963556

#### Jørn Jepsen

State Authorised Public Accountant Identification No (MNE) mne24824

#### **Torben Nielsen**

State Authorised Public Accountant Identification No (MNE) mne26808

## **Management commentary**

#### **Primary activities**

Alpha Aqua A/S develops and sells products and EPC-M projects based on RAS technology (Recirculating Aquaculture Systems) to aquaculture companies in the global market. Based on many years of experience in the aquaculture sector, Alpha Aqua develops "state of the art" module-based flexible RAS solutions for land-based fish production facilities globally.

#### Description of material changes in activities and finances

Alpha Aqua A/S is based on a philosophy that aquaculture is both environmentally and economically best handled on land. As an aquaculture producer, by producing in environmentally friendly composites on land, you will be able to achieve even very large economic and ecological benefits, both from the modular approach to the construction of the facilities and the resulting flexibility in production. The market for RAS technology for the aquaculture sector is developing explosively globally. With its innovative technologies, Alpha Aqua A/S is helping to disrupt and set new standards in a market that has traditionally not focused on circular economy and total optimization of production facilities. With a relatively small organization, complemented by strong sourcing channels and attractive financing agreements for our customers, the business is expected to develop extremely positively. Alpha Aqua A/S is thus expected to realize strong growth rates in the coming years.

#### 2022 - get ready for further growth

The focus in 2022 has again been to develop and strengthen the internal structures in Alpha Aqua to be ready to leverage the company for the growth to come. Alpha Aqua has invested in resources, processes and systems to handle larger and more complex projects in the future.

In 2022, we have completed several medium projects primary in Scandinavia which include RAS and flowthrough systems. In 2022 Alpha Aqua also developed a midi RAS system - NeroRAS®. So, at the beginning of 2023 Alpha Aqua A/S now have three well tested RAS systems, NanoRAS®, NeroRAS® and Alpha Line® with a range of cleaning from 20 m3 to 1000 m3 water per hour.

Despite the insecurities with higher prices, instability and still long lead times Alpha Aqua show a profit of DKK 33 thousand. and an equity of DKK 812 thousand. Expectations for 2023 is to continue the growth with a current pipeline that exceeds 100 mio. DKK

#### Uncertainty relating to recognition and measurement

The recognition and measurement of Work-in-progress is based on a professional assessment of the stage of individual projects and the expectation of the remaining completion of each project. Losses are recognized for the entire project when losses are expected.

Estimates linked to the future execution of the remaining work depend on a number of factors, and the assumptions of a project can be changed as the work is performed. The estimates used are based on responsible prerequisites. The actual results of the projects may thus differ from the expected results, both positive and negative, as compared with the measurement at 31 December 2022.

The company is involved in an arbitration case in Spain in relation to a completed project. In the arbitration case cited, the company has a claim of approximately mio. DKK 5.6.

The management has made an assessment of the individual circumstances and on this basis made reservations to deal with them. Regardless of the fact that management believes that all significant risks are assessed, there is a risk that deviations may occur.

#### **Events after the balance sheet date**

The aftermath of the COVID-19 shutdown is still present globally as of this writing. We have not lost orders due to COVID-19, but finds that both the sales and delivery process takes significantly longer.

Alpha Aqua A/S has in 2. Quarter 2023 issued new share capital of DKK 125,000 at an average price of DKK 56.93. The contributed capital now amounts DKK 625,000.

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**

		2022	2021
	Notes	DKK	DKK
Gross profit/loss		19,400,520	15,075,979
Staff costs	2	(14,889,643)	(11,932,745)
Depreciation, amortisation and impairment losses	3	(1,639,635)	(1,133,837)
Operating profit/loss		2,871,242	2,009,397
Other financial income		56,979	110,291
Other financial expenses		(2,717,094)	(1,488,470)
Profit/loss before tax		211,127	631,218
Tax on profit/loss for the year	4	(178,000)	(105,000)
Profit/loss for the year		33,127	526,218
Proposed distribution of profit and loss			
Retained earnings		33,127	526,218
Proposed distribution of profit and loss		33,127	526,218

## **Balance sheet at 31.12.2022**

#### **Assets**

	Notes	2022 DKK	2021 DKK
Completed development projects	6	3,128,063	2,553,179
Intangible assets	5	3,128,063	2,553,179
		747.665	200.460
Other fixtures and fittings, tools and equipment		717,665	309,160
Leasehold improvements		1,535,249	1,097,423
Property, plant and equipment in progress		22,434,019	17,860,161
Property, plant and equipment	7	24,686,933	19,266,744
Fixed assets		27,814,996	21,819,923
Raw materials and consumables		1,876,277	487,154
Inventories		1,876,277	487,154
Trade receivables		4,183,358	6,251,365
Contract work in progress	8	6,761,962	2,179,311
Other receivables		50,000	920,000
Prepayments		349,212	317,946
Receivables		11,344,532	9,668,622
Cash		5,689,257	3,850,555
Current assets		18,910,066	14,006,331
Assets		46,725,062	35,826,254

#### **Equity and liabilities**

	Notes	2022 DKK	2021 DKK
Contributed capital		500,000	500,000
Reserve for development expenditure		2,439,889	1,991,480
Retained earnings		(2,127,707)	(1,712,425)
Equity		812,182	779,055
Deferred tax		614,000	436,000
Provisions		614,000	436,000
Subordinate loan capital	9	5,122,811	4,668,030
Lease liabilities		0	2,500,000
Debt to other credit institutions		1,866,301	1,955,010
Other payables	10	212,448	692,867
Deferred income	11	10,640,321	10,640,321
Non-current liabilities other than provisions	12	17,841,881	20,456,228
Current portion of non-current liabilities other than provisions	12	280,000	448,000
Bank loans		9,840,184	1,934,805
Lease liabilities		2,500,000	0
Contract work in progress	8	5,052,819	0
Trade payables		6,902,605	3,894,643
Other payables		2,881,391	7,877,523
Current liabilities other than provisions		27,456,999	14,154,971
Liabilities other than provisions		45,298,880	34,611,199
Equity and liabilities		46,725,062	35,826,254
			_
Uncertainty relating to recognition and measurement	1		
Unrecognised rental and lease commitments	13		
Contingent liabilities	14		
Assets charged and collateral	15		

# Statement of changes in equity for 2022

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500,000	1,991,480	(1,712,425)	779,055
Transfer to reserves	0	448,409	(448,409)	0
Profit/loss for the year	0	0	33,127	33,127
Equity end of year	500,000	2,439,889	(2,127,707)	812,182

## **Notes**

#### 1 Uncertainty relating to recognition and measurement

The recognition and measurement of Work-in-progress is based on a professional assessment of the stage of individual projects and the expectation of the remaining completion of each project. Losses are recognized for the entire project when losses are expected.

Estimates linked to the future execution of the remaining work depend on a number of factors, and the assumptions of a project can be changed as the work is performed. The estimates used are based on responsible prerequisites. The actual results of the projects may thus differ from the expected results, both positive and negative, as compared with the measurement at 31 December 2022.

As stated in note 14, there is uncertainty in measuring trade receivables. The company is part of an arbitration case in Spain. For further details, see note 14.

#### 2 Staff costs

	2022	2021
Wages and calaries	12.272.627	10 132 03E
Wages and salaries	12,373,637	10,132,035
Pension costs	2,108,966	1,496,822
Other social security costs	180,835	119,785
Other staff costs	226,205	184,103
	14,889,643	11,932,745
Average number of full-time employees	22	18
3 Depreciation, amortisation and impairment losses		
	2022	2021
	DKK	DKK
Amortisation of intangible assets	978,693	747,969
Depreciation of property, plant and equipment	660,942	385,868
	1,639,635	1,133,837
4 Tax on profit/loss for the year		
	2022	2021
	DKK	DKK
Change in deferred tax	178,000	105,000
	178,000	105,000

#### **5 Intangible assets**

	Completed development projects DKK
Cost beginning of year	3,850,822
Additions	1,553,577
Cost end of year	5,404,399
Amortisation and impairment losses beginning of year	(1,297,643)
Amortisation for the year	(978,693)
Amortisation and impairment losses end of year	(2,276,336)
Carrying amount end of year	3,128,063

#### **6 Development projects**

Alpha Aqua A/S has in 2022, as in 2021 and 2019/2020, invested in development of products, including development in software and design concept. These products are expected in the future to contribute positively to the earnings/cash flows of the company.

The investment in development projects earlier years has been significantly for the earnings in 2022.

#### 7 Property, plant and equipment

ols and	Leasehold	
•	Ecasciisia	equipment in
iipment	improvements	progress
DKK	DKK	DKK
576,274	1,496,560	17,860,161
639,380	867,893	4,573,858
215,654	2,364,453	22,434,019
267,114)	(399,137)	0
230,875)	(430,067)	0
197,989)	(829,204)	0
717,665	1,535,249	22,434,019
	<b>215,654</b> 267,114) 230,875) <b>497,989)</b> <b>717,665</b>	267,114) (399,137) 230,875) (430,067) 497,989) (829,204)

#### **8 Contract work in progress**

	2022	2021
	DKK	DKK
Contract work in progress	28,145,266	26,420,625
Progress billings regarding contract work in progress	(26,436,123)	(24,241,314)
Transferred to liabilities other than provisions	5,052,819	0
	6,761,962	2,179,311

#### 9 Subordinate loan capital

Subordinated loan capital of DKK 2,046,248 bears interest at 2-6%. No specific agreements have been entered into regarding repayment processes.

Subordinated loan capital of DKK 3,076,563 bears interest at 12%. The loan will be repaid in the period 2024-2029.

#### **10 Other payables**

	2022 2021	2021
	DKK	DKK
Holiday pay obligation	212,448	212,448
Other costs payable	0	480,419
	212,448	692,867

#### 11 Deferred income

Deferred income relate to pre-received grants for projects.

#### 12 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
Subordinate loan capital	0	0	5,122,811	2,971,231
Debt to other credit institutions	280,000	448,000	1,866,301	605,853
Other payables	0	0	212,448	212,448
Deferred income	0	0	10,640,321	0
	280,000	448,000	17,841,881	3,789,532
13 Unrecognised rental and lease commit	ments		2022 DKK	2021 DKK
	until maturity in tot	ما	807,943	1,484,585

#### **14 Contingent liabilities**

	2022	2021
	DKK	DKK
Recourse and non-recourse guarantee commitments	5,026,351	900,000
Contingent liabilities	5,026,351	900,000

Guarantee obligations of DKK 900,000 include a guarantee provided in connection with a rental contract provided through a bank.

The company is involved in an arbitration case in Spain in relation to a completed project. The management has

made an assessment of the individual circumstances and on this basis made reservations to deal with them. Regardless of the fact that management believes that all significant risks are assessed, there is a risk that deviations may occur.

In the arbitration case cited, the company has a claim of approximately DKK 5.6 million. A counterclaim of approximately DKK 10 million has been made by the counterpart in the arbitration case. As stated in the management's commentary, the necessary reservations have been made and the risk of significant deviations is estimated to be low.

#### 15 Assets charged and collateral

Cash and cash equivalents of DKK 4,873,000 are outstanding in security and deposit accounts, which are pledged as security for bank.

A corporate mortgage of DKK 4,500,000 has been issued as security for creditors with security in receivables from sales and services, inventories, operating equipment and consumables, motor vehicles that are not or have not been previously registered, work in progress and goodwill, etc. The book value of pledged assets amounts to DKK 35,584,000.

## **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.

#### **Recognition and measurement**

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

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

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

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

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

#### **Income statement**

#### **Gross profit or loss**

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

#### Revenue

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

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

#### Own work capitalised

Own work capitalised comprises staff costs and other costs incurred in the financial year and recognised in cost for proprietary intangible assets and property, plant and equipment.

#### Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the

financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

#### 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.

#### Other financial income

Other financial income comprises interest income, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

#### Other financial expenses

Other financial expenses comprise interest expenses, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme 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.

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 5 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 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.

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	5 years
Leasehold improvements	5 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.

#### **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.

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.

#### **Contract work in progress**

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts, and finance costs are recognised in the income statement as incurred.

#### **Prepayments**

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

#### Cash

Cash comprises cash in hand and bank deposits.

#### **Deferred tax**

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

#### Lease liabilities

Lease liabilities relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease liabilities are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

#### Other financial liabilities

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

#### **Deferred income**

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