

# **Omniveta DK Holding ApS**

Frederiksholms Kanal 2, 4. tv., 1220 København K

**CVR no. 39 03 36 23**

**Annual report for the period  
1 January to 31 December 2019**

Adopted at the annual general meeting on 4 March  
2020

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Christian Bruland Hierwagen  
chairman



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## Statement by management on the annual report

The supervisory and executive boards have today discussed and approved the annual report of Omniveta DK Holding 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 company's financial position at 31 December 2019 and of the results of the company's operations for the financial year 1 January - 31 December 2019.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Copenhagen, 4 March 2020

### Executive board

Christian Bruland Hierwagen

### Supervisory board

Brian Norton  
chairman

Michael Johanan Mager

Jehad Verjee

Christian Bruland Hierwagen

Carl Johan von Christierson

## Independent auditor's report

### *To the shareholders of Omniveta DK Holding ApS*

#### **Opinion**

We have audited the financial statements of Omniveta DK Holding ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position 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.

#### **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.

#### **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 the 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 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.

## Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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 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 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.

## Independent auditor's report

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 Financial Statements Act.

Based on the work we have performed, we conclude that 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 of management's review.

Copenhagen, 4 March 2020

**Baker Tilly Denmark**  
Godkendt Revisionspartnerselskab  
CVR no. 35 25 76 91

Peter Aagesen  
State Authorised Public Accountant  
MNE no. mne41287

## Company details

The company	Omniveta DK Holding ApS Frederiksholms Kanal 2, 4. tv. 1220 København K CVR no.: 39 03 36 23 Reporting period: 1 January - 31 December 2019 Incorporated: 20. October 2017 Domicile: Copenhagen
Supervisory board	Brian Norton, chairman Michael Johanan Mager Jehad Verjee Christian Bruland Hierwagen Carl Johan von Christierson
Executive board	Christian Bruland Hierwagen
Auditors	Baker Tilly Denmark Godkendt Revisionspartnerselskab Poul Bundgaards Vej 1, 1. 2500 Valby

## Management's review

### Business review

The Company's objects are to own shares in other undertakings and to undertake any other activity which the Supervisory Board deems incidental to the attainment of these objects.

### Financial review

The company's income statement for the year ended 31 December 2019 shows a loss of DKK 421.935, and the balance sheet at 31 December 2019 shows negative equity of DKK 2.721.127.

### *Financing*

Our budgets and expectations for the upcoming year and the years hereafter indicates a significant improvement of the financial result for the company and Danish Group as a whole. Also the shareholders of Omniveta Group has agreed to financially support the group in necessary.

Management has in the financing reporting assumed that the above-mentioned initiatives are successful, and based thereon the financial statements are prepared under going concern principles.

### Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.



## Income statement 1 January - 31 December

	Note	2019	2017/18
		DKK	DKK (14 mdr.)
<b>Gross profit</b>		<b>-1.507</b>	<b>-597.775</b>
Revaluation, investments in subsidiaries		225.319	-9.254.160
Financial income	1	98.612	145.000
Financial costs	2	-744.600	-81.057
<b>Profit/loss before tax</b>		<b>-422.176</b>	<b>-9.787.992</b>
Tax on profit/loss for the year		241	0
<b>Profit/loss for the year</b>		<b>-421.935</b>	<b>-9.787.992</b>
 <b>Recommended appropriation of profit/loss</b>			
Retained earnings		-421.935	-9.787.992
		<b>-421.935</b>	<b>-9.787.992</b>

## Balance sheet 31 December

	Note	2019	2018
		DKK	DKK
<b>Assets</b>			
Investments in subsidiaries	3	4.060.499	3.785.180
<b>Fixed asset investments</b>		<b>4.060.499</b>	<b>3.785.180</b>
<b>Fixed assets</b>		<b>4.060.499</b>	<b>3.785.180</b>
Receivables from related parties		4.148.375	0
<b>Receivables</b>		<b>4.148.375</b>	<b>0</b>
<b>Cash at bank and in hand</b>		<b>37.504</b>	<b>763.868</b>
<b>Total current assets</b>		<b>4.185.879</b>	<b>763.868</b>
<b>Total assets</b>		<b>8.246.378</b>	<b>4.549.048</b>

## Balance sheet 31 December

	Note	2019 DKK	2018 DKK
<b>Equity and liabilities</b>			
Share capital		100.200	100.200
Retained earnings		-2.821.327	-2.399.392
<b>Equity</b>		<b>-2.721.127</b>	<b>-2.299.192</b>
Convertible and profit-yielding instruments of debt		10.862.983	6.788.240
<b>Total non-current liabilities</b>		<b>10.862.983</b>	<b>6.788.240</b>
Trade payables		10.000	10.000
Payables to related parties		94.522	50.000
<b>Total current liabilities</b>		<b>104.522</b>	<b>60.000</b>
<b>Total liabilities</b>		<b>10.967.505</b>	<b>6.848.240</b>
<b>Total equity and liabilities</b>		<b>8.246.378</b>	<b>4.549.048</b>
Uncertainty about the continued operation (going concern)	4		
Contingent liabilities	5		

## Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	100.200	-2.399.392	-2.299.192
Net profit/loss for the year	0	-421.935	-421.935
<b>Equity at 31 December</b>	<b>100.200</b>	<b>-2.821.327</b>	<b>-2.721.127</b>

## Notes

	2019 DKK	2017/18 DKK (14 mdr.)
<b>1 Financial income</b>		
Interest received from related parties	98.612	145.000
	<b>98.612</b>	<b>145.000</b>
<b>2 Financial costs</b>		
Interest paid to related parties	723.000	77.000
Other financial costs	0	3.690
Exchange loss	21.600	367
	<b>744.600</b>	<b>81.057</b>
<b>3 Investments in subsidiaries</b>		
Cost at 1 January	13.039.340	0
Additions for the year	50.000	13.039.340
Cost at 31 December	13.089.340	13.039.340
Revaluations at 1 January	-9.254.160	0
Revaluations for the year, net	225.319	-9.254.160
Revaluations at 31 December	-9.028.841	-9.254.160
<b>Carrying amount at 31 December</b>	<b>4.060.499</b>	<b>3.785.180</b>

## Notes

### **4 Uncertainty about the continued operation (going concern)**

Our budgets and expectations for the upcoming year and the years hereafter indicates a significant improvement of the financial result for the company and Danish Group as a whole. Also the shareholders of Omniveta Group has agreed to financially support the group in necessary.

Management has in the financing reporting assumed that the above-mentioned initiatives are successful, and based thereon the financial statements are prepared under going concern principles.

### **5 Contingent liabilities**

As management company, the company is jointly taxed with other danish related parties and jointly and severally liable with other jointly taxed entities for payment of income taxes as well as for payment of withholding taxes on dividends, interest and royalties which fall due for payment.

## Accounting policies

The annual report of Omniveta DK Holding 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 provisions as regards larger entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2019 is presented in DKK

### Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

### Income statement

#### Other external costs

Other external costs include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

## Accounting policies

### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities and foreign currency transactions, amortisation of mortgage loans and surcharges and allowances under the advance-payment-of-tax scheme, etc.

### Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. Subsidiaries participate in the joint taxation arrangement from the time when they are included in the consolidated financial statements and until the time when they withdraw from the consolidation.

The company is subject to the Danish rules on compulsory joint taxation.

The company acts as management company for all jointly taxed entities and, in its capacity as such, pays all income taxes to the Danish tax authorities.

## Balance sheet

### Investments in subsidiaries

Investment in subsidiaries and associates are measured at cost. If cost exceeds the recoverable amount, a write-down is made to this lower value.

### Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

### Provisions

Provisions comprise expected expenses relating to warranty commitments, losses on work in progress, restructuring, etc. Provisions are recognised when, as a result of a past event, the company has a legal or constructive obligation and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.



## Accounting policies

### Income tax and deferred tax

As management company, Omniveta DK Holding ApS is liable for payment of the subsidiaries' corporate income taxes to the tax authorities.

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

### Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Liabilities which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.