Technicon Holding ApS

Sjællandsvej 19
9500 Hobro
CVR No. 39069849

Annual report 01.05.2021 - 30.04.2022

The Annual General Meeting adopted the annual report on 14.06.2022

Lene Børgesen
Chairman of the General Meeting

Contents

Entity details

Entity
Technicon Holding ApS
Sjællandsvej 19
9500 Hobro

Business Registration No.: 39069849
Registered office: Mariagerfjord
Financial year: 01.05.2021 - 30.04.2022

Board of Directors
Henrik Løftgaard, chairman
Jakob Goul Rømsgaard
Kristian Løftgaard
Casper Hansen
Jens Bjørnholdt Ankersen

Executive Board
Casper Hansen
Jakob Goul Rømsgaard

Bank
Jutlander Bank
Adelgade 27
9500 Hobro

Attorney
Advokatfirmaet.dk I/S
Gøteborgsvej 18
9500 Aalborg SV

Auditors
Deloitte Statsautoriseret Revisionspartnerselskab
Tværkajen 5
P. O. Box 10
5100 Odense

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Technicon Holding ApS for the financial year 01.05.2021 - 30.04.2022.

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 30.04.2022 and of the results of its operations for the financial year 01.05.2021 - 30.04.2022.

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.

Hobro, 14.06.2022

Executive Board

Casper Hansen

Jakob Goul Rømsgaard

Board of Directors

Henrik Løftgaard
chairman

Jakob Goul Rømsgaard

Kristian Løftgaard

Casper Hansen

Jens Bjørnholdt Ankersen

Independent auditor’s extended review report

To the shareholders of Technicon Holding ApS

Conclusion
We have performed an extended review of the financial statements of Technicon Holding ApS for the financial year 01.05.2021 - 30.04.2022, 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. 30.04.2022 and of the results of its operations for the financial year 01.05.2021 - 30.04.2022 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.

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.

Odense, 14.06.2022

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bo Damgaard Hansen
State Authorised Public Accountant
Identification No (MNE) mne34543

Management commentary

Primary activities
The company's primary activities is owning shares in subsidiaries and rental service.

Development in activities and finances
The result for the year shows a profit after tax of DKK 4,884 thousand and per. April 30, 2022 constitutes equity DKK 12,668 thousand. The result for the year is considered to be satisfying.

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 2021/22

	Notes	2021/22 DKK	2020/21 DKK
Gross profit/loss		**368,167**	**517,495**
Depreciation, amortisation and impairment losses		(287,878)	(286,971)
Operating profit/loss		**80,289**	**230,524**
Income from investments in group enterprises		4,889,931	2,778,144
Other financial income from group enterprises		45,000	35,874
Financial expenses from group enterprises		(22,182)	(4,639)
Other financial expenses		(98,172)	(86,934)
Profit/loss before tax		**4,894,866**	**2,952,969**
Tax on profit/loss for the year	1	(10,986)	(38,462)
Profit/loss for the year		**4,883,880**	**2,914,507**
Proposed distribution of profit and loss			
Ordinary dividend for the financial year		500,000	0
Extraordinary dividend distributed in the financial year		500,000	0
Retained earnings		3,883,880	2,914,507
Proposed distribution of profit and loss		**4,883,880**	**2,914,507**

Balance sheet at 30.04.2022

Assets

	Notes	2021/22 DKK	2020/21 DKK
Land and buildings		5,936,047	6,223,925
Property, plant and equipment	2	**5,936,047**	**6,223,925**
Investments in group enterprises		12,251,532	8,051,397
Financial assets	3	**12,251,532**	**8,051,397**
Fixed assets		**18,187,579**	**14,275,322**
Receivables from group enterprises		533,570	285,859
Joint taxation contribution receivable		132,509	0
Receivables		**666,079**	**285,859**
Current assets		**666,079**	**285,859**
Assets		**18,853,658**	**14,561,181**

Equity and liabilities

	Notes	2021/22 DKK	2020/21 DKK
Contributed capital		56,250	56,250
Reserve for net revaluation according to the equity method		10,663,312	6,463,177
Retained earnings		1,448,599	1,764,854
Proposed dividend		500,000	0
Equity		**12,668,161**	**8,284,281**
Deferred tax		19,732	22,822
Provisions		**19,732**	**22,822**
Mortgage debt		3,554,224	3,802,880
Bank loans		875,891	927,007
Joint taxation contribution payable		14,076	33,614
Non-current liabilities other than provisions	4	**4,444,191**	**4,763,501**
Current portion of non-current liabilities other than provisions	4	320,933	321,869
Bank loans		949,810	998,806
Payables to group enterprises		290,442	68,260
Joint taxation contribution payable		0	16,452
Other payables		160,389	85,190
Current liabilities other than provisions		**1,721,574**	**1,490,577**
Liabilities other than provisions		**6,165,765**	**6,254,078**
Equity and liabilities		**18,853,658**	**14,561,181**
Contingent liabilities	5		
Assets charged and collateral	6		

Statement of changes in equity for 2021/22

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Proposed extraordinary dividend DKK	Proposed dividend DKK
Equity beginning of year	56,250	6,463,177	1,764,854	0	0
Extraordinary dividend paid	0	0	0	(500,000)	0
Transfer to reserves	0	4,200,135	(4,200,135)	0	0
Profit/loss for the year	0	0	3,883,880	500,000	500,000
Equity end of year	**56,250**	**10,663,312**	**1,448,599**	**0**	**500,000**

	Total DKK
Equity beginning of year	8,284,281
Extraordinary dividend paid	(500,000)
Transfer to reserves	0
Profit/loss for the year	4,883,880
Equity end of year	**12,668,161**

Notes

1 Tax on profit/loss for the year

	2021/22 DKK	2020/21 DKK
Current tax	14,076	33,614
Change in deferred tax	(3,090)	4,848
	10,986	**38,462**

2 Property, plant and equipment

	Land and buildings DKK
Cost beginning of year	7,196,949
Cost end of year	**7,196,949**
Depreciation and impairment losses beginning of year	(973,024)
Depreciation for the year	(287,878)
Depreciation and impairment losses end of year	**(1,260,902)**
Carrying amount end of year	**5,936,047**

3 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	1,588,220
Cost end of year	**1,588,220**
Revaluations beginning of year	6,463,177
Amortisation of goodwill	(85,715)
Share of profit/loss for the year	4,975,646
Dividend	(500,000)
Investments with negative equity value depreciated over receivables	(189,796)
Revaluations end of year	**10,663,312**
Carrying amount end of year	**12,251,532**

Investments in subsidiaries	**Registered in**	**Corporate form**	**Equity interest %**
Technicon ApS	Hobro	ApS	100%
Happtec ApS	Hobro	ApS	80,24%
Sarto Robotics ApS	Hobro	ApS	100%

4 Non-current liabilities other than provisions

	Due within 12 months 2021/22 DKK	Due within 12 months 2020/21 DKK	Due after more than 12 months 2021/22 DKK	Outstanding after 5 years 2021/22 DKK
Mortgage debt	245,933	246,869	3,554,224	2,573,617
Bank loans	75,000	75,000	875,891	552,007
Joint taxation contribution payable	0	0	14,076	'0
	320,933	**321,869**	**4,444,191**	**3,125,624**

5 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. 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 these entities.

Technicon holding ApS has submitted a statement of support to Happtec ApS, regarding to support the company with the necessary liquidity.

6 Assets charged and collateral

The company has provided a surety bond against bank debt in Technicon A/S. The bank debt in Technicon A/S amounts to DKK 4,862,756 per 30.04.2022.

Mortgage debt is secured by way of mortgage on properties at a carrying DKK 5,936,047.

Spar Nord Bank A/S also have a mortgage deed at DKK 2,300,000 in the properties at a carrying DKK 5,936,047.

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.

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.

Property costs

Property costs include costs incurred to operate the Entity's properties in the financial year, including repair and maintenance costs, property tax and electricity, water and heating, whih are not charged directly from the lessee.

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 the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income from group enterprises
Other financial income from group enterprises comprises interest income etc on receivables from group enterprises.

Financial expenses from group enterprises
Financial expenses from group enterprises comprise interest expenses etc from payables to group enterprises.

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises.

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.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment
Land and buildings 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:

Buildings	25 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 recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Goodwill is the positive difference between cost of investments and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful lives are reassessed annually. The amortisation periods used are 7 years. Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables
Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Joint taxation contributions receivable or payable
Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax.

Dividend
Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

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.

Deferred tax relating to retaxation of previously deducted losses in foreign subsidiaries is recognised on the basis of an actual assessment of the purpose of each subsidiary.

Mortgage debt
At the time of borrowing, mortgage debt to mortgage credit institutions is measured at cost which corresponds to the proceeds received less transaction costs incurred. Mortgage debt is subsequently measured at amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal repayable amount of the loan is recognised in the income statement as a financial expense over the term of the loan applying the effective interest method.

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