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Havneholmen 29
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CVR no. 20 22 26 70

TUVIA GROUP DENMARK APS
C/O BDO, HAVNEHOLMEN 29, 1561 KØBENHAVN V
ANNUAL REPORT
1 JANUARY - 31 DECEMBER 2019

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on**

Valerio Scarsi

The English part of this document is an unofficial translation of the original Danish text, and in case of any discrepancy between the Danish text and the English translation, the Danish text shall prevail.

CVR NO. 39 13 23 03

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COMPANY DETAILS

Company	Tuvia Group Denmark ApS c/o BDO, Havneholmen 29 1561 Copenhagen V CVR No.: 39 13 23 03 Established: 1 December 2017 Registered Office: Copenhagen Financial Year: 1 January - 31 December
Board of Executives	Valerio Scarsi
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
Bank	BNP Paribas Denmark Adelgade 12 1304 Copenhagen K

STATEMENT BY BOARD OF EXECUTIVES

Today the Board of Executives have discussed and approved the Annual Report of Tuvia Group Denmark ApS for the financial year 1 January - 31 December 2019.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In my 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.

The Management's Review includes in my opinion a fair presentation of the matters dealt with in the Review.

I recommend the Annual Report be approved at the Annual General Meeting.

Copenhagen, 23 March 2020

Board of Executives

Valerio Scarsi

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Tuvia Group Denmark ApS

Opinion

We have audited the Financial Statements of Tuvia Group Denmark ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, notes and a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and 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.

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 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 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 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.*

INDEPENDENT AUDITOR'S REPORT

- *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.

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, 23 March 2020

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Søren Søndergaard Jensen
State Authorised Public Accountant
MNE no. mne32069

MANAGEMENT'S REVIEW

Principal activities

The principal activities comprise doing business in the trade and industry, shipping and other related companies

Development in activities and financial position

The Loss of the year is considered to be unsatisfactory.

The parent company has declared to support the company financially in the next fiscal year to it can fulfill its obligations.

Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the company's financial position.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2019 EUR	2018 EUR
GROSS PROFIT		196.087	170.186
Depreciation, amortisation and impairment losses.....		-245.000	-245.000
OPERATING LOSS		-48.913	-74.814
Other financial expenses.....	2	-75.016	-78.534
LOSS BEFORE TAX		-123.929	-153.348
Tax on profit/loss for the year.....	3	-47.061	33.737
LOSS FOR THE YEAR		-170.990	-119.611
PROPOSED DISTRIBUTION OF DIVIDEND			
Retained earnings.....		-170.990	-119.611
TOTAL		-170.990	-119.611

BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2019 EUR	2018 EUR
Other plants, machinery, tools and equipment.....		4.410.000	4.655.000
Tangible fixed assets.....	4	4.410.000	4.655.000
FIXED ASSETS.....		4.410.000	4.655.000
Trade receivables.....		109.530	0
Receivables from group enterprises.....		215.519	185.880
Deferred tax assets.....		0	33.737
Other receivables.....		7.502	8.647
Prepayments and accrued income.....		3.057	11.999
Receivables.....		335.608	240.263
Cash and cash equivalents.....		95.889	57.950
CURRENT ASSETS.....		431.497	298.213
ASSETS.....		4.841.497	4.953.213

BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2019 EUR	2018 EUR
Share capital.....		6.718	6.718
Retained earnings.....		-290.601	-119.611
EQUITY.....	5	-283.883	-112.893
Provision for deferred tax.....		13.324	0
PROVISION FOR LIABILITIES.....		13.324	0
Payables to group enterprises.....		5.052.034	4.900.000
Long-term liabilities.....	6	5.052.034	4.900.000
Trade payables.....		60.022	166.106
Current liabilities.....		60.022	166.106
LIABILITIES.....		5.112.056	5.066.106
EQUITY AND LIABILITIES.....		4.841.497	4.953.213
 Contingencies etc.	 7		
Charges and securities	8		
Basis for going concern	9		

NOTES

	2019 EUR	2018 EUR	Note
Staff costs			1
Average number of employees 1 (2018: 1)			
Other financial expenses			2
Group enterprises.....	73.500	78.534	
Other interest expenses.....	1.516	0	
	75.016	78.534	
Tax on profit/loss for the year			3
Adjustment of deferred tax.....	47.061	-33.737	
	47.061	-33.737	
Tangible fixed assets			4
		Other plants, machinery, tools and equipment	
Cost at 1 January 2019.....		4.900.000	
Cost at 31 December 2019.....		4.900.000	
Depreciation and impairment losses at 1 January 2019.....		245.000	
Depreciation for the year.....		245.000	
Depreciation and impairment losses at 31 December 2019.....		490.000	
Carrying amount at 31 December 2019.....		4.410.000	
Equity			5
	Share capital	Retained earnings	Total
Equity at 1 January 2019.....	6.718	-119.611	-112.893
Proposed distribution of profit.....		-170.990	-170.990
Equity at 31 December 2019.....	6.718	-290.601	-283.883
Long-term liabilities			6
	31/12 2019 total liabilities	Repayment next year	Debt outstanding after 5 years
			31/12 2018 total liabilities
Payables to group enterprises...	5.052.034	0	0
	5.052.034	0	4.900.000
			Current portion at the beginning of the year
			0
			0

NOTES

	Note
Contingencies etc.	7
Contingent liabilities None	
Charges and securities None	8
Basis for going concern The company's equity was a negative of -284 DKK ('000) at 31 December 2019. The parent company Tuvia Group S.r.l has declared that it will provide additional capital and(or liquidity) according to requirements. This letter of support is valid until 31 March 2021.	9

ACCOUNTING POLICIES

The Annual Report of Tuvia Group Denmark ApS for 2019 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The annual report figures are presented in Euro, as this currency is considered most relevant, as the majority of the company's activity is settled in that currency. The exchange rate for Euro in relation to Danish kroner is per. 31 December 2019 746,97.

The Annual Report is prepared consistently with the accounting principles applied last year.

INCOME STATEMENT

Net revenue

Net revenue from sale of merchandise and finished goods is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

Where products with a high degree of individual adjustments are delivered, recognition in net revenue is made as and when the production progresses, the net revenue being equal to the sales value of the work performed for the year (the production method). This method is applied when the total costs and expenses regarding the contract and the degree of completion at the balance sheet date can be reliably assessed, and it is likely that the financial benefits will flow to the company.

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

Financial income and expenses

Financial income and expenses include interest income and expenses, financial expenses of finance leases, realised and unrealised gains and losses arising from investments in financial assets, debt and transactions in foreign currencies, amortisation of financial assets and liabilities as well as charges and allowances under the tax-on-account scheme etc. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

BALANCE SHEET

Tangible fixed assets

Land and buildings, production plant and machinery, other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used. As regards self-manufactured assets, the cost price includes cost of materials, components, subcontractors, direct payroll and indirect production costs.

ACCOUNTING POLICIES

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	<i>Useful life</i>	<i>Residual value</i>
<i>Production plant and machinery.....</i>	<i>20 years</i>	<i>5 %</i>

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Impairment of fixed assets

The carrying amount of tangible assets are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Accruals, assets

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Tax payable and deferred tax

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

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against 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 under the legislation in force on the balance sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the term of loan.

Amortised cost for short-term liabilities usually corresponds to the nominal value.

ACCOUNTING POLICIES

Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the income statement as a financial income or expense.

If the foreign exchange position is considered to hedge future cash flows, the unrealised exchange adjustments are recognised directly in the equity.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.