Sparrows Denmark ApS

Farvervej 1, DK-7600 Struer

Annual Report for 1 January - 31 December 2020

CVR No 39 14 31 27

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 8 /4 2021

Mikkel Jensby Lund
Chairman of the General Meeting

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Sparrows Denmark ApS for the financial year 1 January - 31 December 2020.

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

In our opinion the Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2020 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2020.

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

Struer, 8 April 2021

Executive Board

Mikkel Jensby Lund

Board of Directors

Stewart Andrew Allan Mitchell Chairman	Charles Edward Topp	Neil Austin Johnson
Eskil Bielefeldt	Mikkel Jensby Lund	

Independent Auditor's Report

To the Shareholder of Sparrows Denmark ApS

Opinion
In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2020 and of the results of the Group's and the Parent Company's operations and of consolidated cash flows for the financial year 1 January - 31 December 2020 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Sparrows Denmark ApS for the financial year 1 January - 31 December 2020, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as consolidated statement of cash flows (”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 Group 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 Consolidated Financial Statements and the Parent Company 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.

Independent Auditor's Report

Management's responsibilities for the Financial Statements
Management is responsible for the preparation of consolidated financial statements and parent company 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 Group's and 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 Group or 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 and the Group'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 Group's and 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 Group and 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Holstebro, 8 April 2021
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Poul Spencer Poulsen	Hans Jørgen Andersen
statsautoriseret revisor	statsautoriseret revisor
mne23324	mne30211

Company Information

The Company	Sparrows Denmark ApS Farvervej 1 DK-7600 Struer E-mail: mail@alphaoffshore.dk CVR No: 39 14 31 27 Financial period: 1 January - 31 December Municipality of reg. office: Struer
Board of Directors	Stewart Andrew Allan Mitchell, Chairman Charles Edward Topp Neil Austin Johnson Eskil Bielefeldt Mikkel Jensby Lund
Executive Board	Mikkel Jensby Lund
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Hjaltesvej 16 DK-7500 Holstebro

Financial Highlights

Seen over a three-year period, the development of the Group is described by the following financial highlights:

	Group		
	2020	2019	2018
	TEUR	TEUR	TEUR
Key figures			
Profit/loss			
Operating profit/loss	4.151	3.460	4.095
Profit/loss before financial income and expenses	4.151	3.460	4.093
Net financials	-1.326	-1.105	-988
Net profit/loss for the year	1.846	1.492	2.054
Balance sheet			
Balance sheet total	38.555	42.415	43.259
Equity	7.472	16.626	15.133
Cash flows			
Cash flows from:			
- operating activities	6.934	2.692	5.718
- investing activities	-254	-317	-580
including investment in property, plant and equipment	-254	-317	-580
- financing activities	-7.725	-2.322	-5.034
Change in cash and cash equivalents for the year	-1.045	53	104
Average number of employees and contractors	192	167	186
Ratios			
Return on assets	10,8%	8,2%	9,5%
Solvency ratio	19,4%	39,2%	35,0%
Return on equity	15,3%	9,4%	18,1%

The currency for the past years has been converted into EUR.

Management's Review

Key activities

Our key activities are the supply of Engineering Personnel and Inspection Services to the Renewable and Energy Sector, primarily the provision of Offshore and Onshore Wind Turbine Contract Personnel and Supervisors, wherever their experience and expertise are needed, anywhere in the World.

Development in the year

The income statement of the Group for 2020 shows a profit of TEUR 1,846, and at 31 December 2020 the balance sheet of the Group shows equity of TEUR 7,472.

The Group continued to operate in the growing Renewables market, providing incremental Engineering and Inspection personnel across a range of Customers within the Renewables and Energy sector.

Use of financial instruments

Special risks - Foreign exchange risks

Exchange rate fluctuations are external factors that may occur at any time. The foreign exchange risk is most significant in GBP, while the DKK exchange rate risk towards EUR is regarded as low due to Denmark's fixed-rate policy vis-a-vis the euro.

The cash flow and income statement would be negatively impacted if the local currency value in key sales regions depreciated against the euro.

Targets and expectations for the year ahead

The Board believe the Group is well positioned to capitalize on the growing onshore and offshore Renewables and Energy markets, and will continue to expand its service offerings to its existing customer base, whilst also seeking to expand into new geographies and customers within the same Renewables and Energy sector.

The Group's outlook for the future will potentially be affected by the COVID-19 outbreak and the measures taken by governments in most of the world to mitigate the impacts of the outbreak. It is, however, too early yet to give an opinion as to the extent of the implications on the Group's outlook.

Unusual events

The financial position at 31 December 2020 of the Group and the results of the activities and cash flows of the Group for the financial year for 2020 have not been affected by any unusual events.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

		Group		Parent Company	
	Note	2020	2019	2020	2019
		TEUR	TEUR	TEUR	TEUR
Gross profit/loss		**19.025**	**17.209**	**-18**	**-5**
Staff expenses	1	-13.056	-11.957	0	0
Profit/loss before depreciation		**5.969**	**5.252**	**-18**	**-5**
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	2	-1.818	-1.792	0	0
Profit/loss before financial income and expenses		**4.151**	**3.460**	**-18**	**-5**
Income from investments in subsidiaries		0	0	11.806	873
Financial income	3	0	0	200	69
Financial expenses	4	-1.326	-1.105	-1.250	-1.080
Profit/loss before tax		**2.825**	**2.355**	**10.738**	**-143**
Tax on profit/loss for the year	5	-979	-863	235	224
Net profit/loss for the year		**1.846**	**1.492**	**10.973**	**81**

Balance Sheet 31 December

Assets

	Note	Group 2020	Group 2019	Parent Company 2020	Parent Company 2019
		TEUR	TEUR	TEUR	TEUR
Acquired trademarks		2.149	2.456	0	0
Goodwill		21.279	22.531	0	0
Intangible assets	6	**23.428**	**24.987**	**0**	**0**
Other fixtures and fittings, tools and equipment		418	423	0	0
Property, plant and equipment	7	**418**	**423**	**0**	**0**
Investments in subsidiaries	8	0	0	35.735	35.735
Fixed asset investments		**0**	**0**	**35.735**	**35.735**
Fixed assets		**23.846**	**25.410**	**35.735**	**35.735**
Inventories		**43**	**79**	**0**	**0**
Trade receivables		7.905	8.545	0	0
Contract work in progress		823	1.388	0	0
Receivables from group enterprises		252	0	6.438	1.644
Other receivables		187	384	0	0
Corporation tax		0	46	0	46
Corporation tax receivable from group enterprises		0	0	259	178
Prepayments	9	41	60	0	0
Receivables		**9.208**	**10.423**	**6.697**	**1.868**
Cash at bank and in hand		**5.458**	**6.503**	**0**	**0**
Currents assets		**14.709**	**17.005**	**6.697**	**1.868**
Assets		**38.555**	**42.415**	**42.432**	**37.603**

Balance Sheet 31 December

Liabilities and equity

	Note	Group 2020	Group 2019	Parent Company 2020	Parent Company 2019
		TEUR	TEUR	TEUR	TEUR
Share capital		13	13	13	13
Retained earnings		3.019	10.613	9.891	8.358
Proposed dividend for the year		4.440	6.000	4.440	6.000
Equity		**7.472**	**16.626**	**14.344**	**14.371**
Provision for deferred tax	11	79	88	0	0
Other provisions	12	0	807	0	807
Provisions		**79**	**895**	**0**	**807**
Payables to group enterprises		15.506	14.813	15.506	14.767
Payables to owners and Management		12.549	7.648	12.549	7.648
Long-term debt	13	**28.055**	**22.461**	**28.055**	**22.415**
Credit institutions		31	27	0	0
Trade payables		1.500	1.326	10	10
Corporation tax		52	0	23	0
Other payables		1.366	1.068	0	0
Deferred income	14	0	12	0	0
Short-term debt		**2.949**	**2.433**	**33**	**10**
Debt		**31.004**	**24.894**	**28.088**	**22.425**
Liabilities and equity		**38.555**	**42.415**	**42.432**	**37.603**

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Statement of Changes in Equity

Group

	Share capital	Retained earnings	Proposed dividend for the year	Total
	TEUR	TEUR	TEUR	TEUR
Equity at 1 January	13	10.613	6.000	16.626
Ordinary dividend paid	0	0	-6.000	-6.000
Extraordinary dividend paid	0	-5.000	0	-5.000
Net profit/loss for the year	0	-2.594	4.440	1.846
Equity at 31 December	**13**	**3.019**	**4.440**	**7.472**

Parent Company

	Share capital	Retained earnings	Proposed dividend for the year	Total
	TEUR	TEUR	TEUR	TEUR
Equity at 1 January	13	8.358	6.000	14.371
Ordinary dividend paid	0	0	-6.000	-6.000
Extraordinary dividend paid	0	-5.000	0	-5.000
Net profit/loss for the year	0	6.533	4.440	10.973
Equity at 31 December	**13**	**9.891**	**4.440**	**14.344**

Cash Flow Statement 1 January - 31 December

	Note	Group 2020 TEUR	Group 2019 TEUR
Net profit/loss for the year		1.846	1.492
Adjustments	15	4.123	3.760
Change in working capital	16	1.928	-1.524
Cash flows from operating activities before financial income and expenses		**7.897**	**3.728**
Financial expenses		-74	-213
Cash flows from ordinary activities		**7.823**	**3.515**
Corporation tax paid		-889	-823
Cash flows from operating activities		**6.934**	**2.692**
Purchase of property, plant and equipment		-254	-317
Cash flows from investing activities		**-254**	**-317**
Repayment of loans from credit institutions		0	-35
Repayment of business acquisition		-807	-2.287
Raising of loans from credit institutions		3	0
Raising of loans from group enterprises		4.079	0
Dividend paid		-11.000	0
Cash flows from financing activities		**-7.725**	**-2.322**
Change in cash and cash equivalents		**-1.045**	**53**
Cash and cash equivalents at 1 January		6.503	6.450
Cash and cash equivalents at 31 December		**5.458**	**6.503**
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		5.458	6.503
Cash and cash equivalents at 31 December		**5.458**	**6.503**

Notes to the Financial Statements

	Group		Parent Company	
	2020	2019	2020	2019
	TEUR	TEUR	TEUR	TEUR
1 Staff expenses				
Wages, salaries and contractors	12.643	11.556	0	0
Pensions	306	284	0	0
Other social security expenses	96	104	0	0
Other staff expenses	11	13	0	0
	13.056	**11.957**	**0**	**0**
Average number of employees and contractors	**192**	**167**	**0**	**0**

Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

	Group		Parent Company	
	2020	2019	2020	2019
	TEUR	TEUR	TEUR	TEUR
2 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment				
Amortisation of intangible assets	1.559	1.559	0	0
Depreciation of property, plant and equipment	259	233	0	0
	1.818	**1.792**	**0**	**0**

Notes to the Financial Statements

	Group		Parent Company	
	2020	2019	2020	2019
	TEUR	TEUR	TEUR	TEUR
3 Financial income				
Interest received from group enterprises	0	0	200	69
	0	**0**	**200**	**69**
4 Financial expenses				
Impairment losses on financial assets	0	1	0	0
Interest paid to group enterprises	749	703	740	703
Interest paid to associates	510	364	510	364
Other financial expenses	18	15	0	13
Exchange adjustments, expenses	49	22	0	0
	1.326	**1.105**	**1.250**	**1.080**
5 Tax on profit/loss for the year				
Current tax for the year	988	840	-235	-224
Deferred tax for the year	-9	23	0	0
	979	**863**	**-235**	**-224**

Notes to the Financial Statements

6 Intangible assets

Group

	Acquired trade-marks	Goodwill
	TEUR	TEUR
Cost at 1 January	3.070	25.136
Cost at 31 December	3.070	25.136
Impairment losses and amortisation at 1 January	614	2.605
Amortisation for the year	307	1.252
Impairment losses and amortisation at 31 December	921	3.857
Carrying amount at 31 December	**2.149**	**21.279**

7 Property, plant and equipment

Group

	Other fixtures and fittings, tools and equipment
	TEUR
Cost at 1 January	968
Additions for the year	254
Cost at 31 December	1.222
Impairment losses and depreciation at 1 January	545
Depreciation for the year	259
Impairment losses and depreciation at 31 December	804
Carrying amount at 31 December	**418**
Depreciated over	3-5 years

Notes to the Financial Statements

	Parent Company	
	2020	2019
	TEUR	TEUR
8 Investments in subsidiaries		
Cost at 1 January	35.735	35.735
Disposals for the year	0	0
Carrying amount at 31 December	**35.735**	**35.735**

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Votes and ownership	Equity	Net profit/loss for the year
Alpha Offshore Services A/S	Struer, Denmark	100%	5.435	4.241

9 Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and leases.

	Parent Company	
	2020	2019
	TEUR	TEUR
10 Distribution of profit		
Extraordinary dividend paid	5.000	0
Proposed dividend for the year	4.440	6.000
Retained earnings	1.533	-5.919
	10.973	**81**

Notes to the Financial Statements

	Group		Parent Company	
	2020	2019	2020	2019
	TEUR	TEUR	TEUR	TEUR

11 Provision for deferred tax

Provision for deferred tax at 1 January	88	65	0	0
Amounts recognised in the income statement for the year	-9	23	0	0
Provision for deferred tax at 31 December	**79**	**88**	**0**	**0**

12 Other provisions

The provision is regarding expected payments regarding the purchase of subsidaries.

Other provisions	0	807	0	807
	0	**807**	**0**	**807**

The provisions are expected to mature as follows:

Within 1 year	0	807	0	807
	0	**807**	**0**	**807**

Notes to the Financial Statements

13 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	Group		Parent Company	
	2020	2019	2020	2019
	TEUR	TEUR	TEUR	TEUR
Payables to group enterprises				
After 5 years	15.506	14.813	15.506	14.767
Long-term part	15.506	14.813	15.506	14.767
Within 1 year	0	0	0	0
	15.506	**14.813**	**15.506**	**14.767**
Payables to owners and Management				
After 5 years	12.549	7.648	12.549	7.648
Long-term part	12.549	7.648	12.549	7.648
Within 1 year	0	0	0	0
	12.549	**7.648**	**12.549**	**7.648**

14 Deferred income

Deferred income consists of payments received in respect of income in subsequent years.

	Group 2020 TEUR	Group 2019 TEUR
15 Cash flow statement - adjustments		
Financial expenses	1.326	1.105
Depreciation, amortisation and impairment losses, including losses and gains on sales	1.818	1.792
Tax on profit/loss for the year	979	863
	4.123	**3.760**

16 Cash flow statement - change in working capital

	2020 TEUR	2019 TEUR
Change in inventories	36	-6
Change in receivables	1.421	-2.655
Change in trade payables, etc	471	1.137
	1.928	**-1.524**

	Group		Parent Company	
	2020	2019	2020	2019
	TEUR	TEUR	TEUR	TEUR

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Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with bankers:
The company has signed a negative pledge clause.

Rental and lease obligations

	Group 2020 TEUR	Group 2019 TEUR	Parent Company 2020 TEUR	Parent Company 2019 TEUR
Lease obligations under operating leases. Total future lease payments:				
Within 1 year	102	128	0	0
Between 1 and 5 years	191	277	0	0
	293	**405**	**0**	**0**
Obligation for operating leases. Expected fair values at the expiry of contracts	15	13	0	0
Rental commitments, non-termination period of 3 months. (3 months).	12	11	0	0

Other contingent liabilities

The company are involved in various contractual relationships as a part of our ordinary course of business. Management is unable to predict the ultimate outcome of these because of their inherent uncertainty. However, management believes that the most probable, ultimate resolution of these matters will not have a material adverse effect on our financial position, results of operations or cash flows.

The group danish companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable by the Group amounts to TEUR 23. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company’s liability.

Notes to the Financial Statements

18 Related parties

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act. There have been no transactions with the Supervisory Board, the Executive Board, senior officers, significant shareholders, group enterprises or other related parties, except for intercompany transactions and normal management remuneration.

Notes to the Financial Statements

19 Accounting Policies

The Annual Report of Sparrows Denmark ApS for 2020 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Consolidated and Parent Company Financial Statements for 2020 are presented in TEUR.

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.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, Sparrows Denmark ApS, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Business combinations

Notes to the Financial Statements

19 Accounting Policies (continued)

Business acquisitions carried through on or after 1 July 2018

Acquisitions of subsidiaries are accounted for using the purchase method under which the identifiable assets and liabilities of the entity acquired are measured at fair value at the time of acquisition. Acquired contingent liabilities are recognised at fair value in the Consolidated Financial Statements to the extent that the value can be measured reliably.

The time of acquisition is the time when the Group obtains control of the entity acquired.

The cost of the entity acquired is the fair value of the consideration agreed, including consideration contingent on future events. Transaction costs directly attributable to the acquisition of subsidiaries are recognised in the income statement as incurred.

Positive differences between the cost of the entity acquired and identifiable assets and liabilities are recognised as goodwill in intangible assets in the balance sheet and are amortised in the income statement on a straight-line basis over their estimated useful lives. Amortisation of goodwill is allocated in the Consolidated Financial Statements to the operations to which goodwill is related. Where the differences are negative, they are recognised immediately in the income statement.

Where the purchase price allocation is not final, positive and negative differences from acquired subsidiaries due to changes to the recognition and measurement of identifiable net assets may be adjusted for up to 12 months after the time of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

Where cost includes contingent consideration, this is measured at fair value at the time of acquisition. Contingent consideration is subsequently measured at fair value. Any value adjustments are recognised in the income statement.

In respect of step acquisitions, any previously held investments in the entity acquired are remeasured at fair value at the time of acquisition. The difference between the carrying amount of the investment previously held and the fair value is recognised in the income statement.

Business acquisitions carried through before 1 July 2018

Subject to some exemptions, acquisitions carried through before 1 July 2018 are accounted for under the same accounting policies as those applying to business combinations carried through on or after 1 July 2018. The most material exemptions are:

- Identifiable assets and liabilities of the entity acquired are recognised only if they are probable.

- Identifiable contingent liabilities of the entity acquired are not recognised in the consolidated balance sheet.

Notes to the Financial Statements

19 Accounting Policies (continued)

- Where the purchase price allocation is not final, positive and negative differences due to changes to the recognition and measurement of the acquired net assets may be adjusted until the end of the financial year following the year of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

- Transaction costs directly attributable to the acquisition of subsidiaries are included as part of cost.

- After the initial recognition, adjustment of contingent consideration is recognised directly with its counter entry in initial purchase price, thus correcting the value of goodwill or negative goodwill.

- In respect of step acquisitions, the carrying amount of the existing investments is recognised in cost.

Leases

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an alternative borrowing rate as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Group.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

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

19 Accounting Policies (continued)

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution 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 revenue, expenses for raw materials and consumables and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Notes to the Financial Statements

19 Accounting Policies (continued)

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary.

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 and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 20 years.

The estimated useful life has been determined by taking into consideration the business platform acquired, including a strong brand and reputation as well as very loyal customers.

Trademark acquired is measured at cost less accumulated amortisation. Trademark is amortised on a straight-line basis over its useful life, which is assessed at 10 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time

Notes to the Financial Statements

19 Accounting Policies (continued)

when the asset is ready for use.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5	years

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour with addition of indirect production costs. Indirect production costs comprise the cost of indirect materials and labour as well as maintenance and depreciation of the machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management.

Notes to the Financial Statements

19 Accounting Policies (continued)

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.

Contract work in progress

Contract work in progress regarding service is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Group has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Notes to the Financial Statements

19 Accounting Policies (continued)

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

Loans are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

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

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.

Notes to the Financial Statements

19 Accounting Policies (continued)

Cash Flow Statement

The cash flow statement shows the Group´s cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Group´s cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise ”Cash at bank and in hand”.

The cash flow statement cannot be immediately derived from the published financial records.

Notes to the Financial Statements

19 Accounting Policies (continued)

Financial Highlights

Explanation of financial ratios

Return on assets	$\frac{\text{Profit before financials x 100}}{\text{Total assets}}$
Solvency ratio	$\frac{\text{Equity at year end x 100}}{\text{Total assets at year end}}$
Return on equity	$\frac{\text{Net profit for the year x 100}}{\text{Average equity}}$