
Sparrows Denmark ApS

Farvervej 1, DK-7600 Struer

Annual Report for 1 January - 31 December 2019

CVR No 39 14 31 27

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
29/05 2020



Mikkel Jensby Lund
Chairman of the General
Meeting



pwc

Contents

	<u>Page</u>
Management's Statement and Auditor's Report	
Management's Statement	1
Independent Auditor's Report	2
Management's Review	
Company Information	5
Financial Highlights	6
Management's Review	7
Consolidated and Parent Company Financial Statements	
Income Statement 1 January - 31 December	9
Balance Sheet 31 December	10
Statement of Changes in Equity	12
Cash Flow Statement 1 January - 31 December	13
Notes to the Financial Statements	14

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 2019.

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 2019 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2019.

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

Struer, 29 May 2020

Executive Board

Mikkel Jensby Lund

Board of Directors

Stewart Andrew Allan Mitchell
Chairman

Steven Louis Bertone

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 2019 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 2019 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 2019, 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

Independent Auditor's Report

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, 29 May 2020

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Poul Spencer Poulsen
statsautoriseret revisor
mne23324

Hans Jørgen Andersen
statsautoriseret revisor
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
Steven Louis Bertone
Neil Austin Johnson
Eskil Bielefeldt
Mikkel Jensby Lund

Executive Board

Mikkel Jensby Lund

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Hjaltetvej 16
DK-7500 Holstebro

Financial Highlights

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

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

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

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

Management's Review

Consolidated and Parent Company Financial Statements of Sparrows Denmark ApS for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The Consolidated and Parent Company Financial Statements have been prepared under the same accounting policies as last year.

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 2019 shows a profit of TEUR 1,492, and at 31 December 2019 the balance sheet of the Group shows equity of TEUR 16,626.

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.

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 USD and GBP, while the DKK exchange rate risk towards EUR is regarded as low due to Denmark's fixed-rate policy vis-à-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 Company is well positioned to capitalise 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, see also subsequent events disclosures in note 1. It is, however, too early yet to give an opinion as to the extent of the implications on the group's outlook.

Management's Review

Unusual events

The financial position at 31 December 2019 of the Group and the results of the activities and cash flows of the Group for the financial year for 2019 have not been affected by any unusual events.

Subsequent events

The implications of COVID-19 can potentially impact the company, see subsequent events disclosures in note 1.

Income Statement 1 January - 31 December

	Note	Group		Parent Company	
		2019 TEUR	2018 TEUR	2019 TEUR	2018 TEUR
Gross profit/loss		17.209	19.028	-5	-10
Staff expenses	2	-11.957	-13.111	0	0
Profit/loss before depreciation		5.252	5.917	-5	-10
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	3	-1.792	-1.822	0	0
Other operating expenses		0	-2	0	0
Profit/loss before financial income and expenses		3.460	4.093	-5	-10
Income from investments in subsidiaries		0	0	873	1.959
Financial income	4	0	29	69	44
Financial expenses	5	-1.105	-1.017	-1.080	-996
Profit/loss before tax		2.355	3.105	-143	997
Tax on profit/loss for the year	6	-863	-1.051	224	211
Net profit/loss for the year		1.492	2.054	81	1.208

Balance Sheet 31 December

Assets

	Note	Group		Parent Company	
		2019	2018	2019	2018
		TEUR	TEUR	TEUR	TEUR
Acquired trademarks		2.456	2.763	0	0
Goodwill		22.531	25.703	0	0
Intangible assets	7	24.987	28.466	0	0
Other fixtures and fittings, tools and equipment		423	338	0	0
Property, plant and equipment	8	423	338	0	0
Investments in subsidiaries	9	0	0	35.735	37.655
Fixed asset investments		0	0	35.735	37.655
Fixed assets		25.410	28.804	35.735	37.655
Inventories		79	73	0	0
Trade receivables		8.545	6.462	0	0
Contract work in progress		1.388	914	0	0
Receivables from group enterprises		0	0	1.644	1.357
Other receivables		384	301	0	7
Corporation tax		46	0	46	0
Corporation tax receivable from group enterprises		0	211	178	211
Prepayments	10	60	44	0	0
Receivables		10.423	7.932	1.868	1.575
Cash at bank and in hand	11	6.503	6.450	0	1.414
Currents assets		17.005	14.455	1.868	2.989
Assets		42.415	43.259	37.603	40.644

Balance Sheet 31 December

Liabilities and equity

	Note	Group		Parent Company	
		2019	2018	2019	2018
		TEUR	TEUR	TEUR	TEUR
Share capital		13	13	13	13
Retained earnings		10.613	15.120	8.358	14.276
Proposed dividend for the year		6.000	0	6.000	0
Equity		16.626	15.133	14.371	14.289
Provision for deferred tax	13	88	65	0	0
Other provisions	14	807	5.013	807	5.013
Provisions		895	5.078	807	5.013
Payables to group enterprises		14.813	14.289	14.767	14.064
Payables to owners and Management		7.648	7.272	7.648	7.272
Long-term debt	15	22.461	21.561	22.415	21.336
Credit institutions		27	63	0	0
Trade payables		1.326	361	10	5
Corporation tax		0	148	0	0
Other payables		1.068	915	0	1
Deferred income	16	12	0	0	0
Short-term debt		2.433	1.487	10	6
Debt		24.894	23.048	22.425	21.342
Liabilities and equity		42.415	43.259	37.603	40.644
Subsequent events	1				
Distribution of profit	12				
Contingent assets, liabilities and other financial obligations	19				
Related parties	20				
Accounting Policies	21				

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	15.120	0	15.133
Exchange adjustments	0	1	0	1
Net profit/loss for the year	0	-4.508	6.000	1.492
Equity at 31 December	13	10.613	6.000	16.626

Parent Company

Equity at 1 January	13	14.277	0	14.290
Net profit/loss for the year	0	-5.919	6.000	81
Equity at 31 December	13	8.358	6.000	14.371

Cash Flow Statement 1 January - 31 December

	Note	Group	
		2019 TEUR	2018 TEUR
Net profit/loss for the year		1.492	2.054
Adjustments	17	3.761	3.863
Change in working capital	18	-1.524	929
Cash flows from operating activities before financial income and expenses		3.729	6.846
Financial income		0	23
Financial expenses		-214	-83
Cash flows from ordinary activities		3.515	6.786
Corporation tax paid		-823	-1.068
Cash flows from operating activities		2.692	5.718
Purchase of property, plant and equipment		-317	-580
Cash flows from investing activities		-317	-580
Repayment of loans from credit institutions		-35	1
Repayment of business acquisition		-2.287	-3.449
Dividend paid		0	-1.586
Cash flows from financing activities		-2.322	-5.034
Change in cash and cash equivalents		53	104
Cash and cash equivalents at 1 January		6.450	6.340
Exchange adjustment of current asset investments		0	6
Cash and cash equivalents at 31 December		6.503	6.450
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		6.503	6.450
Current asset investments		0	0
Cash and cash equivalents at 31 December		6.503	6.450

Notes to the Financial Statements

1 Subsequent events

The implications of COVID-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjusting event to the group.

Although a number of the group's customers have indicated that they are continuing ongoing projects, and a large proportion of the group's projects are related to the continuity and ongoing efficiency of electricity generation through renewables in key markets, there is a risk that Covid-19 will have adverse consequences for the group's revenue and earnings in 2020. Management is following the trend closely, but it is still too early to comment about whether and if so what effect Covid-19 will have on revenue and earnings in 2020.

The parent company has not been affected by Covid-19 and so far, it is assessed that Covid-19 will not have any influence on the parent company's activities in 2020.

	Group		Parent Company	
	2019 TEUR	2018 TEUR	2019 TEUR	2018 TEUR
2 Staff expenses				
Wages, salaries and contractors	11.556	12.794	0	0
Pensions	284	250	0	0
Other social security expenses	104	48	0	0
Other staff expenses	13	19	0	0
	11.957	13.111	0	0
Average number of employees and contractors	167	186	0	0

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

3 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Amortisation of intangible assets	1.559	1.353	0	0
Depreciation of property, plant and equipment	233	469	0	0
	1.792	1.822	0	0

Notes to the Financial Statements

	Group		Parent Company	
	2019 TEUR	2018 TEUR	2019 TEUR	2018 TEUR
4 Financial income				
Interest received from group enterprises	0	0	69	44
Other financial income	0	5	0	0
Exchange gains	0	24	0	0
	0	29	69	44
5 Financial expenses				
Impairment losses on financial assets	1	0	0	0
Interest paid to group enterprises	703	670	703	670
Interest paid to associates	364	326	364	326
Other financial expenses	15	21	13	0
Exchange adjustments, expenses	22	0	0	0
	1.105	1.017	1.080	996
6 Tax on profit/loss for the year				
Current tax for the year	840	1.035	-224	-211
Deferred tax for the year	23	16	0	0
	863	1.051	-224	-211

Notes to the Financial Statements

7 Intangible assets

Group

	Acquired trade- marks <u>TEUR</u>	Goodwill <u>TEUR</u>
Cost at 1 January	3.070	27.055
Disposals for the year	<u>0</u>	<u>-1.919</u>
Cost at 31 December	<u>3.070</u>	<u>25.136</u>
Impairment losses and amortisation at 1 January	307	1.353
Amortisation for the year	<u>307</u>	<u>1.252</u>
Impairment losses and amortisation at 31 December	<u>614</u>	<u>2.605</u>
Carrying amount at 31 December	<u>2.456</u>	<u>22.531</u>

8 Property, plant and equipment

Group

	Other fixtures and fittings, tools and equipment <u>TEUR</u>
Cost at 1 January	651
Additions for the year	<u>317</u>
Cost at 31 December	<u>968</u>
Impairment losses and depreciation at 1 January	312
Depreciation for the year	<u>233</u>
Impairment losses and depreciation at 31 December	<u>545</u>
Carrying amount at 31 December	<u>423</u>
Depreciated over	<u>3-5 years</u>

Notes to the Financial Statements

	Parent Company	
	2019	2018
	TEUR	TEUR
9 Investments in subsidiaries		
Cost at 1 January	37.654	34.958
Additions for the year	0	2.697
Disposals for the year	-1.919	0
Carrying amount at 31 December	35.735	37.655

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	Denmark	100%	13.003	3.844

10 Prepayments

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

11 Cash at bank and in hand

Sparrows Denmark ApS: Cash at bank and in hand are deposit at escrow-agent in connection with purchase of investment in subsidiaries.

	Parent Company	
	2019	2018
	TEUR	TEUR
12 Distribution of profit		
Extraordinary dividend paid	0	1.586
Proposed dividend for the year	6.000	0
Retained earnings	-5.919	-378
	81	1.208

Notes to the Financial Statements

	Group		Parent Company	
	2019 TEUR	2018 TEUR	2019 TEUR	2018 TEUR
13 Provision for deferred tax				
Provision for deferred tax at 1 January	65	49	0	0
Amounts recognised in the income statement for the year	23	16	0	0
Provision for deferred tax at 31 December	88	65	0	0

14 Other provisions

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

Other provisions	807	5.013	807	5.013
	807	5.013	807	5.013

The provisions are expected to mature as follows:

Within 1 year	806	4.207	806	4.207
Between 1 and 5 years	0	806	0	806
	806	5.013	806	5.013

15 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	
	2019 TEUR	2018 TEUR	2019 TEUR	2018 TEUR
Payables to group enterprises				
After 5 years	14.813	14.289	14.767	14.064
Long-term part	14.813	14.289	14.767	14.064
Within 1 year	0	0	0	0
	14.813	14.289	14.767	14.064

Notes to the Financial Statements

15 Long-term debt (continued)

	Group		Parent Company	
	2019 TEUR	2018 TEUR	2019 TEUR	2018 TEUR
Payables to owners and Management				
After 5 years	7.648	7.272	7.648	7.272
Long-term part	7.648	7.272	7.648	7.272
Within 1 year	0	0	0	0
	7.648	7.272	7.648	7.272

16 Deferred income

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

17 Cash flow statement - adjustments

	Group	
	2019 TEUR	2018 TEUR
Financial income	0	-29
Financial expenses	1.105	1.017
Depreciation, amortisation and impairment losses, including losses and gains on sales	1.792	1.824
Tax on profit/loss for the year	863	1.051
Other adjustments	1	0
	3.761	3.863

18 Cash flow statement - change in working capital

Change in inventories	-6	-20
Change in receivables	-2.655	233
Change in trade payables, etc	1.137	716
	-1.524	929

Notes to the Financial Statements

19 Contingent assets, liabilities and other financial obligations	Group		Parent Company	
	2019	2018	2019	2018
	TEUR	TEUR	TEUR	TEUR

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

Lease obligations under operating leases. Total future lease payments:

Within 1 year	128	57	0	0
Between 1 and 5 years	277	68	0	0
	405	125	0	0

Obligation for operating leases.

Expected fair values at the expiry of contracts	13	13	0	0
Rental commitments, non-termination period of 3 months. (3 months).	11	11	0	0

Other contingent liabilities

The company are involved in various contractual relationships. As a part of our ordinary course of business, there are a limited number of disputes and potential claims. 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 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 0. 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

20 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

21 Accounting Policies

The Annual Report of Sparrows Denmark ApS for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The functional currency has changed in the fiscal year from TDKK to TEUR, previous years has been converted into TEUR.

The rest of the accounting policies applied remain unchanged from last year.

The Consolidated and Parent Company Financial Statements for 2019 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.

Notes to the Financial Statements

21 Accounting Policies (continued)

Business combinations

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

Notes to the Financial Statements

21 Accounting Policies (continued)

sheet.

- 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.

Notes to the Financial Statements

21 Accounting Policies (continued)

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

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.

Notes to the Financial Statements

21 Accounting Policies (continued)

Staff expenses

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

Amortisation, depreciation and impairment losses

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

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Group, including gains and losses on the sale 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.

Notes to the Financial Statements

21 Accounting Policies (continued)

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 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. All indirectly attributable borrowing expenses are recognised in the income statement.

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
--	-----	-------

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.

Notes to the Financial Statements

21 Accounting Policies (continued)

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.

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.

Current asset investments

Current asset investments, which consist of listed bonds and shares, are measured at their fair values at the balance sheet date. Fair value is determined on the basis of the latest quoted market price.

Investments which are not traded in an active market are measured at the lower of cost and recoverable

Notes to the Financial Statements

21 Accounting Policies (continued)

amount.

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.

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

Notes to the Financial Statements

21 Accounting Policies (continued)

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.

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

21 Accounting Policies (continued)

Financial Highlights

Explanation of financial ratios

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