

# Otto International Scan- Thor ApS

Poppelvej 1  
7400 Herning

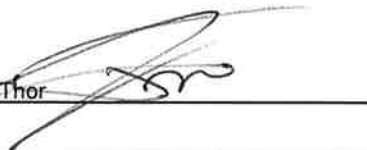
CVR no. 39 24 68 99

**Annual report for the period 1 March 2019 – 29 February  
2020**

The annual report was presented and approved at  
the Company's annual general meeting on

30 October 2020

Frederik Gottorp Thor  
Chairman



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**Otto International Scan-Thor ApS**  
Annual report 2019/20  
CVR no. 39 24 68 99

## Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Otto International Scan-Thor ApS for the financial year 1 March 2019 – 29 February 2020.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 29 February 2020 and of the results of the Company's operations for the financial year 1 March 2019 – 29 February 2020.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Herning, 30 October 2020  
Executive Board:

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Frederik Gottorp Thor  
CEO

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Leif Hinge  
CFO

Board of Directors:

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Frederik Gottorp Thor  
Chairman

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Robert Wagner  
Vice-chairman

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Michael Dumke

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Christian Gottorp Thor  
Larsen

## Independent auditor's report

### To the shareholders of Otto International Scan-Thor ApS

#### Opinion

We have audited the financial statements of Otto International Scan-Thor ApS for the financial year 1 March 2019 – 29 February 2020 comprising income statement, balance sheet, statement of changes in equity and notes, including 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 Company's assets, liabilities and financial position at 29 February 2020 and of the results of the Company's operations for the financial year 1 March 2019 – 29 February 2020 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 rules and requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's responsibility 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 that 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 as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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 company 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.

## Independent auditor's report

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

## Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

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

Aarhus, 30 October 2020

**KPMG**

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Michael E. K. Rasmussen  
State Authorised  
Public Accountant  
mne41364

**Otto International Scan-Thor ApS**  
Annual report 2019/20  
CVR no. 39 24 68 99

## Management's review

### Company details

Otto International Scan-Thor ApS  
Poppelvej 1  
7400 Herning

Telephone: +45 96 26 50 60  
Website: [www.scan-thor.com](http://www.scan-thor.com)

CVR no.: 39 24 68 99  
Established: 12 January 2018  
Registered office: Herning  
Financial year: 1 March – 29 February

### Board of Directors

Frederik Gottorp Thor, Chairman  
Robert Wagner, Vice-chairman  
Michael Dumke  
Christian Gottorp Thor Larsen

### Executive Board

Frederik Gottorp Thor, CEO  
Leif Hinge, CFO

### Auditor

KPMG  
Statsautoriseret Revisionspartnerselskab  
Bredskifte Allé 13  
DK-8210 Aarhus V

## **Management's review**

### **Operating review**

#### **Principal activities**

The Company's main activity is to own investments in subsidiaries for the Group and act as the holding and management company for these entities.

#### **Development in activities and financial position**

The Company's income statement shows a loss of DKK 554 thousand, and equity at 29 February 2020 was DKK 91,304 thousand.

#### **Events after the balance sheet date**

At the outset of 2020, the outbreak of the coronavirus, COVID-19, has affected large parts of the world. The outbreak of COVID-19 and the global/Danish precautions to reduce the spread of the virus have had an adverse impact on the European economy.

Based on realised figures for 2020/21 and the forecast for 2020/21, the Company is of the opinion that COVID-19 will have limited or no impact of the Company's financial statements for 2020/21.

## Financial statements 1 March – 29 February

### Income statement

DKK	Note	1/3 2019- 29/2 2020	12/1 2018- 28/2 2019
<b>Gross loss</b>		-3,363,395	-2,270,163
Staff costs	2	<u>-7,542,600</u>	<u>-6,825,490</u>
<b>Operating loss</b>		-10,905,995	-9,095,653
Income from equity investments in group entities		10,376,353	1,268,727
Financial income and expenses		<u>-24,816</u>	<u>-61,907</u>
<b>Loss before tax</b>		-554,458	-7,888,833
Tax on profit/loss for the year		<u>0</u>	<u>1,983,638</u>
<b>Loss for the year</b>		<u><u>-554,458</u></u>	<u><u>-5,905,195</u></u>
<b>Proposed distribution of loss</b>			
Loss brought forward		<u><u>-554,458</u></u>	<u><u>-5,905,195</u></u>



## Financial statements 1 March – 29 February

### Balance sheet

DKK	Note	29/2 2020	28/2 2019
<b>ASSETS</b>			
<b>Fixed assets</b>			
<b>Investments</b>	3		
Equity investments in group entities		<u>93,878,134</u>	<u>87,891,955</u>
<b>Total fixed assets</b>		<u>93,878,134</u>	<u>87,891,955</u>
<b>Current assets</b>			
<b>Receivables</b>			
Trade receivables		3,943	0
Receivables from group entities		387,994	290,836
Other receivables		68,962	67,858
Deferred tax asset		<u>1,741,499</u>	<u>1,983,638</u>
		<u>2,202,398</u>	<u>2,342,332</u>
<b>Cash at bank and in hand</b>		<u>1,923,261</u>	<u>3,828,963</u>
<b>Total current assets</b>		<u>4,125,659</u>	<u>6,171,295</u>
<b>TOTAL ASSETS</b>		<u>98,003,793</u>	<u>94,063,250</u>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Contributed capital		119,199	104,300
Retained earnings		<u>91,184,838</u>	<u>91,739,296</u>
<b>Total equity</b>		<u>91,304,037</u>	<u>91,843,596</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade payables		424,939	42,535
Payables to group entities		4,859,091	692,063
Other payables		<u>1,415,726</u>	<u>1,485,056</u>
		<u>6,699,756</u>	<u>2,219,654</u>
<b>Total liabilities</b>		<u>6,699,756</u>	<u>2,219,654</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u>98,003,793</u>	<u>94,063,250</u>

## Financial statements 1 March – 29 February

### Statement of changes in equity

DKK	Contributed capital	Retained earnings	Total
Equity at 1 March 2019	104,300	91,739,296	91,843,596
Cash capital increase	14,899	0	14,899
Transferred over the profit appropriation/distribution of loss	0	-554,458	-554,458
<b>Equity at 29 February 2020</b>	<b>119,199</b>	<b>91,184,838</b>	<b>91,304,037</b>

## Financial statements 1 March – 29 February

### Notes

#### 1 Accounting policies

The annual report of Otto International Scan-Thor ApS for 2019/20 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in of specific provisions for reporting class C.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Omission of consolidated financial statements

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Otto International Scan-Thor ApS and group entities are included in the consolidated financial statements of Otto (GmbH & Co KG), Germany.

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Upon recognition of foreign subsidiaries and associates that are independent entities, the income statements are translated into Danish kroner at average exchange rates for the month, and balance sheet items are translated at the exchange rates at the balance sheet date. Foreign exchange differences arising upon translation of foreign subsidiaries' opening equity and results at the exchange rates at the balance sheet date are recognised directly in equity.

Foreign exchange adjustments of balances with independent foreign subsidiaries considered part of the total investment in the subsidiary are recognised directly in equity. Similarly, foreign exchange gains and losses on loans and derivative financial instruments taken out for the purpose of hedging investments in foreign subsidiaries are recognised directly in equity.

Upon recognition of foreign subsidiaries that are integrated entities, monetary items are translated at the exchange rates at the balance sheet date. Non-monetary items are translated at the exchange rates at the date of acquisition or the date of subsequent revaluations of the asset. Income statement items are translated at the exchange rates at the transaction date, whereas items derived from non-monetary items are translated at historical exchange rates for the non-monetary item.

### Income statement

#### Gross profit

Pursuant to section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

## Financial statements 1 March – 29 February

### Notes

#### 1 Accounting policies (continued)

##### Revenue

Income from sourcing, comprising commission from group companies and third parties for quality control performed, is recognised in revenue when the Company has performed the work relating to sourcing based on the individual contracts and the income may be measured reliably and is expected to be received.

Revenue from the sale of goods where installation is a condition for significant risks being considered to have been transferred to the buyer is recognised as revenue when installation has been completed.

Revenue from the sale of goods where delivery has been postponed at the buyer's request is recognised as revenue when ownership of the goods has been transferred to the buyer.

A contract is broken down by individual transactions when the fair value of the individual sales transactions may be reliably measured, and the individual sales transactions are of separate value to the buyer. Sales transactions are deemed to be of a separate value to the buyer when the transaction is individually identifiable and usually sold individually. The contract price is broken down by the individual sales transactions in accordance with the fair value method. The separate sales transactions are recognised as revenue when complying with the criteria applying to the sale of goods and services.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

For products with a high degree of customisation, revenue is recognised as production takes place, and accordingly, revenue corresponds to the selling price of the work performed for the year (the percentage of completion method). When total income and costs attributable to the contract or the stage of completion at the balance sheet date cannot be estimated reliably, revenue is recognised only at costs incurred and only to the extent that the recovery thereof is likely.

Revenue from the sale of services is recognised on a straight-line basis in the income statement as the services are provided.

Services based on time spent are recognised in revenue as the work is performed.

##### Other operating income

Other operating income comprises items secondary to the activities of the entity, including gains on the disposal of intangible assets and property, plant and equipment.

##### Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

##### Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

## Financial statements 1 March – 29 February

### Notes

#### 1 Accounting policies (continued)

##### Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared.

##### Tax on profit/loss for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

### Balance sheet

##### Equity investments in group entities

Equity investments in group entities are measured at cost price plus or minus unrealised intra-group gains or losses and plus or minus the residual value of positive and negative goodwill calculated in accordance with the acquisition method. If cost exceeds the net realisable value, write-down is made to this lower value.

##### Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

##### Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

## Financial statements 1 March – 29 February

### Notes

#### 1 Accounting policies (continued)

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

#### Equity

##### *Dividends*

The expected dividends payment for the year is disclosed as a separate item under equity.

#### Liabilities

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at net realisable value.

## Financial statements 1 March – 29 February

### Notes

DKK	<u>1/3 2019- 29/2 2020</u>	<u>12/1 2018- 28/2 2019</u>
<b>2 Staff costs</b>		
<b>Staff costs</b>		
Wages and salaries	7,496,065	6,800,527
Other social security costs	36,161	14,580
Other staff costs	<u>10,374</u>	<u>10,383</u>
	<u>7,542,600</u>	<u>6,825,490</u>
Average number of full-time employees	<u>7</u>	<u>7</u>
<b>3 Investments in group entities</b>		
Cost at 1 March 2019		87,891,955
Additions for the year		<u>5,986,179</u>
Cost at 28 February		<u>93,878,134</u>
<b>Carrying amount at 29 February 2020</b>		<u><u>93,878,134</u></u>
<b>4 Contractual obligations, contingencies, etc.</b>		
<b>Contingent assets</b>		
The Company had an unrecognised tax asset of DKK 2,649 thousand at 29 February 2020 (2018/19: DKK 0 thousand) attributable to special tax loss carryforward.		
<b>Contingent liabilities</b>		
The Group's Danish entities are jointly and severally liable for tax on the Group's jointly taxed income and for certain withholding taxes, such as dividend tax and royalty tax.		
Any subsequent corrections of the taxable income subject to joint taxation or withholding taxes on dividends, etc., may entail an increase in the entities' liability. The Group as a whole is not liable to any other parties.		
<b>Operating lease obligations</b>		
Remaining operating lease obligations at the balance sheet date in the amount of DKK 616 thousand fall due within 5 years.		

## Financial statements 1 March – 29 February

### Notes

#### 5 Related party disclosures

##### Control

Otto International GmbH, Werner-Otto-Strasse 1-7, 179 Hamburg.

SCAN-THOR GROUP A/S holds 50% of the contributed capital in the Company.

Otto International GmbH holds 50% of the contributed capital in the Company and holds the controlling vote.

Otto International Scan-Thor ApS is part of the consolidated financial statements of Otto (GmbH & Co KG), Germany, which is the smallest and largest group, respectively, in which the Company is included as a subsidiary.

The consolidated financial statements of Otto (GmbH & Co KG) can be obtained by contacting the company at the address above.