TKRV Holding ApS

Sahara 4, 6700 Esbjerg

CVR no. 39 90 63 84

Annual report 2019

Approved at the Company's annual general meeting on 17 February 2020

Chairman:

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Contents

Statement by Management

The Executive Board have today discussed and approved the annual report of TKRV Holding ApS for the financial year 1 January –31 December 2019.

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

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 their operations and consolidated cash flows for the financial year 1 January –31 December 2019.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Parent Company's operations and financial matters, the results for the year and the Group's and the Parent Company's financial position.

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

Esbjerg, 17 February 2020
Executive Board:

Tonny Klein	Rune Værndal

Independent auditor's report

To the shareholders of TKRV Holding ApS

Opinion

We have audited the consolidated financial statements and the parent company financial statements of TKRV Holding ApS for the financial year 1 January –31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for the Group and the Parent Company, and a consolidated cash flow statement. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

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 December2019 and of the results of the Group's and the Parent Company's operations as well as consolidated cash flows for the financial year 1 January –31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 consolidated financial statements and the parent company financial statements" (hereinafter collectively referred to as "the financial statements") section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

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 Parent 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 Parent 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 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 the financial statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and 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 Group's and the Parent 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 the Group's and the Parent 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 Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient and 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.

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.

Independent auditor's report

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.

Esbjerg, 17 February 2020
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Morten Østergaard Koch
State Authorised
Public Accountant
mne35420

Management's review

Company details

Name	TKRV Holding ApS
Address, zip code, city	Sahara 4, 6700 Esbjerg
CVR no.	39 90 63 84
Established	1 October 2018
Registered office	Esbjerg
Financial year	1 January – 31 December
Executive Board	Tonny Klein Rune Værndal
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Havnegade 33, 6700 Esbjerg

Management's review

Financial highlights for the Group

DKKm	2019	2018*
Key figures		
Gross margin	58,670	11,942
Ordinary operating profit/loss	15,246	2,688
Financial income and expenses	-1,031	-343
Profit/loss for the year	11,015	1,714
Total assets	34,698	50,614
Equity incl. non-controlling interests	12,809	1,794
Cash flows from operating activities	25,026	-4,273
Cash flows from investing activities	-3,680	-26,303
Portion relating to investments in items of property, plant and equipment	-3,049	-1,152
Cash flows from financing activities	-21,231	30,576
Total cash flows	115	0
Financial ratios		
Solvency ratio, %	36,8	3,5
Average number of full-time employees	**54**	**14**

Financial ratios are calculated in accordance with the Danish Finance Society's recommendations on the calculation of financial ratios. For terms and definitions, please see the accounting policies.

* From 1 October 2018 to 31 December 2018

Management's review

Business review
TKRV Holding ApS owns shares in Offshore Capital Partners ApS, which invested in SubC Partner at 3 October 2018. The SubC Partner Group is engaged in the Oil & Gas and renewables sectors. SubC is a full scope offshore contractor focusing on innovative technological approaches to the challenges of operating offshore installations.

SubC perform Subsea Inspections and Operations using our fleet of Remote Operated Vehicles (ROVs) and SubC have developed an innovative, safe and cost effective technology platform for operations and inspections in the hazardous Splash Zone environment – Our robotic Crawlers – which are operated by SubC personnel. As a full scope contractor SubC also manufacture, repair and maintain process modules, structures, process equipment and supply complete turnkey solutions for both the Oil & Gas and the Offshore Wind Industry. SubCs in house competences covers the entire value chain from engineering to installations and commissioning.

Development in activities and financial position
Profit after tax amounted to DKK 11,015 thousand compared to DKK 1,714 thousand last year. Equity at 31 December 2019 amounted to DKK 12,809 thousand compared to DKK 1,794 thousand at 31 December 2018. Management considers the profit for the year to be satisfactory.

Future expectations

SubC Partner enters 2020 with a strong organisation, a clear strategy and the outlook to an increased activity level, with expectations of a prospers 2020 with a profit for the year to be at the same level as for 2019.

Development of new concept/products

SubC will improve the product lines and develop a range of new products - Especially the JibFlex and the Robotic Crawler are showing a positive trend and new features for these products will be introduced in 2020. The product lines have shown positive tendency and the pipelin are continuously growing leading to a positive result in 2020.

Unchanged strategy

SubC expert unchanged execution of the strategy in 2020. SubC will continue to establish its strong position as a service provider delivering a long value chain from engineering to installation/operation and commissioning - A 360 degree position that continuingly is sought for in the market. The focus will be on offshore oil/gas and Wind.

Events after the balance sheet date

No events have occurred subsequent to the balance sheet date, which would have negative impact on the financial position of the Group.

Particular risks

General risks

TKRV Holding ApS' principal activity is investing in portfolio companies. Therefore, a substantial risk factor is changes in the value of SubC Partner-Group.

The offshore Wind- and the Oil and Gas- industries are characterized by a cyclical level of activity. Furthermore, the activity level is highly influenced by political discussions and legislation. The activities in the Group are spread across a number of business areas, reducing dependence of individual segments. It is also essential to the Group to be ahead of the technological development within all business areas.

Financial risks

Due to the level of Group interest bearing debt, moderate changes in the interest rates will only have minor effect on the Group's earnings.

Management's review

The ongoing operations are exposed to currency exchange risks. The Group invoices in DKK, EUR, GBP and NOK, whereas a large share of purchasing is in DKK, EUR and GBP. Currency risks are mainly hedged by purchasing and invoicing in the same currency. Significant contracts in GBP or NOK will be hedged by currency forward contracts.

Knowledge ressources

The level of knowledge achieved by the Group is based on competence development, supplementary education, retention of staff and an inspiring, developing and challenging working environment, as well as ongoing employment of people with complementary expertise.

The Group continuously develops the level of knowledge so that it becomes a positive part of the group image and amplifies the market opportunities for the Group.

In addition, the Group owns worldwide Intellectual Property Rights.

Impact on the external environment

The Group's vision is to provide the most innovative, flexible, and cost-effective solutions in the offshore industry. With focus on high level of expertise, a strong innovative approach, and focus on highly technical solutions, the Group contribute to a reduced environmental footprint.

The Group is committed to achieving the best Health, Safety & Environment performance in the industry and promote a culture that continuously improves Health, Safety & Environment performance.

To support the Group's goals within Health, Safety, Environment and Quality, the Group is working according to a DS/EN ISO 9001:2015 certified Management system and a DS/EN ISO 14001:2015 & DS/EN ISO 45001:2018 certified Environment and Occupational Health & Safety system.

The Group has set out ambitious objectives in relation to Health, Safety and Environment.

Amongst these are:

- ZERO long-term sick (Work Related)
- ZERO Lost Time Injury – LTI
- ZERO impact to the environment

Research and development activities

The group has no research activities.

The development activities include new welding procedures and technical solutions within splashzone and subsea activities.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Income statement

Note	DKK'000	Consolidated 2019	Consolidated 2018*	Parent 2019	Parent 2018*
	Gross margin	58,670	11,942	-6	-25
2	Staff costs	-37,632	-7,551	0	0
6,7	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-5,792	-1,703	0	0
	Ordinary operating profit	**15,246**	**2,688**	**-6**	**-25**
9	Income from investments in group entities	0	0	7,656	1,198
3	Financial income	0	0	164	48
4	Financial expenses	-1,031	-343	-59	-20
	Profit/loss before tax	**14,215**	**2,345**	**7,755**	**1,201**
5	Tax on profit/loss for the year	-3,200	-631	-22	0
	Profit/loss for the year	**11,015**	**1,714**	**7,733**	**1,201**
	Breakdown of the consolidated profit/loss:				
	Shareholders in TKRV Holding ApS	7,733	1,201		
	Minority interests	3,282	513		
		11,015	1,714		

* From 1 October 2018 to 31 December 2018

Consolidated financial statements and parent company financial statements 1 January – 31 December

Balance sheet

		Consolidated		Parent	
Note	DKK'000	2019	2018	2019	2018
	ASSETS				
	Non-current assets				
6	**Intangible assets**				
	Goodwill	1,395	1,767	0	0
	Completed development projects	2,700	3,949	0	0
	Acquired intangible assets	216	387	0	0
	Development projects in progress	724	0	0	0
		5,035	6,103	0	0
7	**Property, plant and equipment**				
	Fixtures and fittings, tools and equipment	8,503	9,411	0	0
	Leasehold improvements	402	413	0	0
		8,905	9,824	0	0
	Other non-current assets				
9	Equity investments in group enterprises	0	0	8,924	1,268
	Amounts owed by group enterprises	0	0	0	1,978
8	Other receivables	285	290	0	0
		285	290	8,924	3,246
	Total non-current assets	14,225	16,217	8,924	3,246
	Current assets				
	Inventories				
	Raw materials and consumables	6,367	5,983	0	0
		6,367	5,983	0	0
	Receivables				
	Trade receivables	9,752	20,868	0	0
10	Work in progress	1,857	2,795	0	0
11	Deferred tax assets	1,483	4,228	0	0
	Other receivables	274	35	0	0
12	Prepayments	625	488	0	0
		13,991	28,414	0	0
	Cash	115	0	115	0
	Total current assets	20,473	34,397	115	0
	TOTAL ASSETS	34,698	50,614	9,039	3,246

Consolidated financial statements and parent company financial statements 1 January – 31 December

Balance sheet

Note	DKK'000	Consolidated 2019	Consolidated 2018	Parent 2019	Parent 2018
	EQUITY AND LIABILITIES				
	Equity				
	Share capital	50	50	50	50
	Net revaluation reserve according to the equity method	0	0	8,854	1,198
	Retained earnings	8,934	1,201	80	3
	TKRV Holding ApS' shareholders' share of equity	8,984	1,251	8,984	1,251
	Non-controlling interests	3,825	543	0	0
	Total equity	12,809	1,794	8,984	1,251
13	**Non-current liabilities**				
	Subordinate loan capital	0	7,515	0	1,970
	Other payables	639	0	0	0
	Total non-current liabilities	639	7,515	0	1,970
	Current liabilities				
	Current portion of non-current liabilities other than provision	0	86	0	0
	Bank debt	9,422	23,052	0	0
10	Work in progress	3,329	7,522	0	0
	Payables to group entities	0	0	6	0
	Trade payables	3,522	3,985	0	0
	Income taxes payable	455	0	22	0
	Other payables	4,522	6,660	26	25
	Total current liabilities	21,250	41,305	55	25
	Total liabilities	21,889	48,820	55	1,995
	TOTAL EQUITY AND LIABILITIES	34,698	50,614	9,039	3,246

1 Accounting policies
14 Mortgages and collateral
15 Contractual obligations and contingencies, etc.
16 Appropriation of profit
17 Related parties

Consolidated financial statements and parent company financial statements 1 January – 31 December

Statement of changes in equity

	Consolidated				
DKK'000	**Share capital**	**Retained earnings**	**Total**	**Minority interests**	**Total equity**
Equity at 1 January 2019	50	1,201	1,251	543	1,794
Profit/loss for the year	0	7,733	7,733	3,282	11,015
Equity at 31 December 2019	50	8,934	8,984	3,825	12,809

	Parent company			
DKK'000	**Share capital**	**Retained earnings**	**Net revaluation according to the equity method**	**Total**
Equity at 1 January 2019	50	3	1,198	1,251
Profit/loss for the year, see profit appropriation	0	77	7,656	7,733
Equity at 31 December 2019	50	80	8,854	8,984

Consolidated financial statements and parent company financial statements 1 January – 31 December

Cash flow statement

DKK'000	Consolidated 2019	2018*
Profit/loss for the year	11,015	1,714
Financial income and expenses	1,031	343
Tax on profit/loss for the year	3,200	631
Profit/loss before financial income and expenses	15,246	2,688
Depreciation and amortisation	5,792	1,704
Gains/losses on the disposal of plant and equipment	-120	0
Changes in inventories	-384	942
Changes in receivables and work in progress for third parties	7,485	-6,606
Changes in trade payables and long term debt	-1,962	-3,491
Cash generated from operations	26,057	-4,763
Interest and incomes taxes received	0	0
Interest and income taxes paid	-1,031	490
Cash flows from operating activities	25,026	-4,273
Corporate acquisitions	0	-25,151
Acquisition of intangible assets	-772	0
Acquisition of property, plant and equipment	-3,049	-1,152
Disposal of property, plant and equipment	136	0
Changes in deposits	5	0
Cash flows from investing activities	-3,680	-26,303
Repayment of long term debt	-7,601	0
Subordinate loan capital	0	7,400
Other cash flows from financing activities	0	74
Cash flow overdraft	-13,630	23,102
Cash flows from financing activities	-21,231	30,576
Net cash flow from operating, investing and financing activities	115	0
Cash and cash equivalents at 1 January	0	0
Cash and cash equivalents at 31 December	115	0

Cash and cash equivalents, cash flow statement

Cash and cash equivalents according to the balance sheet	115	0
	115	0

Because of a clarifying interpretation, The Group has reclassified short-term bank facilities in the Cash Flow Statement. Previously bank facilities were presented as cash. Henceforward short-term bank facilities will be presented as a part of the financing activities. The comparative figures for 2018 have been adjusted accordingly. The Group's short-term bank facilities per 31 December 2019 amounts to 9,422 tDKK (2018: 23,052 tDKK).

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements.

* From 1 October 2018 to 31 December 2018

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies

The annual report of TKRV Holding ApS for 2019 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

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

Because of a clarifying interpretation, The Group has reclassified short-term bank facilities in the Cash Flow Statement. Previously bank facilities were presented as cash. Henceforward short-term bank facilities will be presented as a part of the financing activities. The comparative figures for 2018 have been adjusted accordingly. The Group's short-term bank facilities per 31 December 2019 amounts to 9,422 tDKK (2018: 23,052 tDKK).

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Consolidated financial statements

The consolidated financial statements comprise the Parent Company, TKRV Holding ApS, and subsidiaries in which TKRV Holding ApS directly or indirectly holds more than 50 %of the voting rights or which it, in some other way, controls.

On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains and losses on intra-group transactions are eliminated.

Entities acquired or formed during the year are recognised in the consolidated financial statements from the date of acquisition or formation.

Business combinations

Recently acquired or formed entities are recognised in the consolidated financial statements from the date of acquisition or formation. Entities sold or otherwise disposed of are recognised in the consolidated income statement until the date of disposal. Comparative figures are not restated in respect of recently acquired or sold entities.

Gains or losses on disposal of subsidiaries and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal plus non-amortised goodwill and anticipated selling costs.

Corporate acquisitions are accounted for using the purchase method according to which the acquired entity identifiable assets and liabilities are measured at fair value at the date of acquisition.

Restructuring costs recognised in the acquired entity before the date of acquisition and not agreed as part of the acquisition are part of the acquisition balance sheet and, hence, the calculation of goodwill. Costs relating to restructuring decided by the acquiring entity must be recognised in the income statement. The tax effect of the restatement of assets and liabilities is taken into account.

Any excess of the cost over the fair value of the identifiable assets and liabilities acquired (goodwill) is recognised as intangible assets and amortised on a systematic basis in the income statement based on an individual assessment of the useful life of the asset.

Negative differences (negative goodwill) are recognised as income in the income statement at the time of acquisition when the general revenue recognition criteria are met.

Goodwill and negative goodwill from acquired entities may be adjusted until the end of the year of acquisition.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Basis of recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of such assets can be reliably measured.

Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and the value of such liabilities can be reliably measured.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement as earned. Moreover, costs incurred to generate the year's earnings are recognised, including depreciation, amortisation, impairment losses and provisions as well as reversals as a result of changes in accounting estimates of amounts that were previously recognised in the income statement.

Foreign currency translation

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rates at the transaction date. Exchange rate differences arising between the exchange rate at the transaction date and the rate at the date of payment are recognised as a financial item in the income statement.

Receivables and 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 exchange rates at 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.

Income statement

Revenue

Revenue is recognised in the income statement provided that delivery and transfer of risk to the buyer have taken place by the end of the year and that the income can be reliably measured and is expected to be received. Revenue is recognised ex. VAT and taxes charged on behalf of third parties.

Work in progress concerning customised production is recognised as revenue by reference to the stage of completion. Accordingly, revenue corresponds to the selling price of work performed during the year (the percentage of completion method).

Gross margin

The items revenue, change in inventories, cost of goods sold, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Other operating income

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

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other external costs

Other external costs include expenses related to distribution, sale, advertising, administration, premises, bad debts, lease payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

The cost net of the expected residual value for completed development projects and acquired IP rights is amortised over the expected useful life. Acquired IP rights include patents, rights and licences.

The basis of amortisation/depreciation, which is calculated as cost less any residual value, is amortised/depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development projects	5-7 years
Intangible assets acquired	5-7 years
Goodwill	5 years
Other fixtures and fittings, tools and equipment	2-10 years
Leasehold improvements	5 years

Income from investments in group entities

The item includes the Company's proportionate share of the profit/loss for the year in subsidiaries after elimination of intra-group income or losses and net of amortisation and impairment of goodwill and other excess values at the time of acquisition.

Financial income and expenses

Financial income and expenses comprise interest income and expenses, capital gains and losses on securities, payables and transactions denominated in foreign currencies and amortisation of financial assets and liabilities.

Tax on profit/loss for the year

Tax for the year comprises current tax and changes in deferred tax for the year. 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.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Intangible assets

Intangible assets comprise development projects, other acquired rights and goodwill. Intangible assets are measured at cost less accumulated amortisation and impairment losses.

Development projects are recognised as assets provided that they are clearly defined and identifiable and that the below recognition criteria are observed:

- the technical feasibility of completing the project is evidenced
- it is the intention to produce, market or to use the product or the process
- the availability of adequate technical and financial resources and ability to complete the development project and to use or sell it
- it is probable that the project will result in future economic benefits and that a potential future market or possibilities of using the project internally in the Company are evidenced
- the cost can be reliably measured.

Development costs that do not qualify for capitalisation, are recognised as cost in the income statement as incurred.

Goodwill is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 5 years. The amortisation period is fixed on the basis of the expected market positions and long-term earnings profiles of acquired business enterprises.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Investments

Deposits are recognised at cost.

Investments in subsidiaries

On initial recognition, investments in subsidiaries is measured at cost and subsequently at the proportionate share of the entities' net asset values calculated in accordance with the parent company's accounting policies minus or plus any residual value of positive or negative goodwill calculated in accordance with the purchase method of accounting. Net revaluations of investments in subsidiaries are transferred to the net revaluation reserve according to the equity method where the carrying amount exceeds the acquisition cost.

Dividend received is deducted from the carrying amount.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment as well as investments in subsidiaries is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Impairment losses are made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is determined as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairments losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Inventories

Inventories are measured at average cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to the net realisable value.

Raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

The net realisable value of inventories is calculated as the selling price less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost.

An impairment loss is made for bad debt losses where there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is made based on an individual assessment.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Work in progress for third parties

Work in progress (customised orders) is measured at the selling price of the work performed; less any payments received on account from the customer and expected losses.

The selling price is measured by reference to the stage of completion at the balance sheet date and the total expected income from the contract. The stage of completion is determined on the basis of an estimate of the work, usually calculated as the ratio between the costs incurred and the total estimated costs of the order or hours worked and the total estimated hours worked for that order.

When the selling price of an individual order cannot be measured reliably, the selling price is measured at the lower of costs incurred and net realisable value.

Individual contracts are recognised in the balance sheet under either receivables or payables depending on the net value of the selling price less progress billings and prepayments. Selling costs and costs incurred in securing contracts are recognised in the income statement when incurred.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Prepayments, assets

Prepayments comprise expenses incurred concerning subsequent financial years.

Equity

Reserve for net revaluation according to the equity method

The net revaluation reserve according to the equity method includes net revaluations of investments in subsidiaries relative to cost. The reserve can be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Corporation tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior years taxable income and tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are recognised at the expected value of their utilisation, 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.

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses. Deferred tax is measured according to the tax rules applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Liabilities other than provisions

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

Other liabilities are measured at net realisable value.

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Subordinate loan capital

Liabilities where the creditors have stated they are willing to subordinate their claim to rank after all the entity's other creditors are presented as subordinate loan capital. Subordinate loan capital is recognised using the same method as applies to liabilities.

Cash flow statement

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

The cash flow effect of acquisitions and disposals of entities is shown separately in cash flows from investing activities. Cash flows from acquisitions of entities are recognised up until the date of acquisition, and disposals of entities are recognised up until the date of disposal.

In accordance with section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared for the parent company, as the Company's cash flow statement is included in the consolidated cash flow statement.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, changes in working capital and income taxes paid.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities and activities and of acquisitions and disposals of non-current assets.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt and payment of dividend to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash in hand.

Financial ratios

The financial ratios stated under financial highlights have been calculated as follows:

Solvency ratio $\frac{\text{Equity at year end x 100}}{\text{Total equity and liabilities at year end}}$

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

		Consolidated		Parent company	
	DKK'000	2019	2018*	2019	2018*
2	**Staff costs**				
	Wages and salaries	34,722	6,850	0	0
	Pensions	2,462	608	0	0
	Other social security costs	448	93	0	0
		37,632	7,551	0	0
	Average number of full-time employees	54	14	0	0

The parent company has no employees and the Executive Board and the Board of directors did not receive remuneration.

3	**Financial income**				
	Interest income from related parties	0	0	164	0
	Other financial income	0	0	0	48
		0	0	164	48
4	**Financial expenses**				
	Interest expenses to related parties	0	0	59	20
	Other financial expenses	1,031	343	0	0
		1,031	343	59	20
5	**Tax on profit/loss for the year**				
	Estimated tax charge for the year	455	0	22	0
	Adjustment of deferred tax	2,745	631	0	0
		3,200	631	22	0

* From 3 October 2018 to 31 December 2018

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

6 Intangible assets

	Consolidated				
DKK'000	**Goodwill**	**Completed Development projects**	**Development projects in progress**	**Acquired intangible assets**	**Total**
Cost at 1 January 2019	1,860	4,276	0	438	6,574
Additions during the year	0	8	724	40	772
Disposals during the year	0	-4	0	0	-4
Cost at 31 December 2019	1,860	4,280	724	478	7,342
Amortisation at 1 January 2019	93	327	0	51	471
Amortisation	372	1,257	0	211	1,840
Reversal of amortisation/depreciation and impairment of disposals	0	-4	0	0	-4
Amortisation at 31 December 2019	465	1,580	0	262	2,307
Carrying amount at 31 December 2019	1,395	2,700	724	216	5,035

7 Property, plant and equipment

	Consolidated		
DKK'000	**Fixtures and fittings, other plant and equip.**	**Leasehold improve-ments**	**Total**
Cost at 1 January 2019	10,559	497	11,056
Additions	2,840	209	3,049
Disposals	-3,537	-71	-3,608
Cost at 31 December 2019	9,862	635	10,497
Depreciation at 1 January 2019	1,148	84	1,232
Depreciation	3,731	220	3,951
Depreciation on disposals	-3,520	-71	-3,591
Depreciation at 31 December 2019	1,359	233	1,592
Carrying amount at 31 December 2019	8,503	402	8,905

8 Other receivables

	Consolidated
DKK'000	**Other receivables**
Cost at 1 January 2019	290
Additions	0
Disposals	0
Cost at 31 December 2019	290
Value adjustments at 1 January 2019	0
Other adjustments	-5
Value adjustments at 31 December 2019	-5
Carrying amount at 31 December 2019	285

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

DKK'000	Parent company Investments in group enterprises
9 Investments in group enterprises	
Cost at 1 January 2019	70
Additions	0
Disposals	0
Cost at 31 December 2019	70
Value adjustments at 1 January 2019	1,198
Profit/loss for the year	7,656
Value adjustments at 31 December 2019	8,854
Carrying amount at 31 December 2019	8,924

Name and registered office	Voting rights and ownership
Offshore Capital Partners ApS, Denmark	70 %

DKK'000	Consolidated 2019	Consolidated 2018	Parent company 2019	Parent company 2018
10 Contract work in progress				
Selling price of work performed	16,960	27,586	0	0
Progress billings	-18,432	-32,313	0	0
	-1,472	-4,727	0	0
recognised as follows:				
Contract work in progress (assets)	1,857	2,795	0	0
Contract work in progress (liabilities)	-3,329	-7,522	0	0
	-1,472	-4,727	0	0
11 Deferred tax				
Deferred tax at 1 January	4,228	4,859	0	0
Deferred tax on profit/loss for the year	-2,745	-631	0	0
Deferred tax at 31 December	1,483	4,228	0	0

Consolidated financial statements and parent company financial statements 1 January – 31 December

Notes to the financial statements

12 Prepayments

Prepayments include accrual of expenses relating to subsequent financial years, including insurance policies, rent, staff healthcare and subscriptions.

13 Non-current liabilities

DKK'000	Falling due between 1 and 5 years	Falling due after more than 5 years	Total non-current liabilities at 31 December 2019	Current portion of non-current liabilities other than provisions
Consolidated / Parent company				
Other payables	639	0	639	0
	639	0	639	0

14 Mortgages and collateral

Consolidated

The Group has provided a company charge of DKK 39,000 thousand as collateral for bank loans, etc. of DKK 9,422 thousand. The company charge comprises unsecured claims, inventories, property, plant, and equipment and intangible assets with a carrying amount of DKK 28,664 thousand at 31 December 2019.

Parent company

No mortgages and collateral.

15 Contractual obligations and contingencies, etc.

Consolidated

The Group has entered into leases with a combined lease payment of DKK 2,230 thousand.
The remaining term of the leases is 1-26 months.

Parent Company

The company is the administration company of the group of companies subject to the Danish scheme of joint taxation and unlimited jointly and severally liable with the other jointly taxed companies for the total corporation tax.

The company is unlimited jointly and severally taxed with the other jointly taxed companies for any obligation to withhold tax on interest, royalties and dividends.

16 Appropriation of profit/loss

DKK'000	Parent company 2019	Parent company 2018*
Recommended appropriation of profit/loss		
Net revaluation reserve according to the equity method	7,656	1,198
Retained earnings	77	3
	7,733	1,201

* From 3 October 2018 to 31 December 2018

Consolidated financial statements and parent company financial statements 1 January – 31 December

17 Related parties

Related party transactions

Consolidated and parent company

The Company solely discloses related party transactions that have not been carried out on on an arm's length basis, cf. section 98c(7) of the Danish Financial Statements Act.

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Rune Værndal
Board of Directors
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IP: 185.37.xxx.xxx
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Tonny Klein
Board of Directors
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Serienummer: PID:9208-2002-2-100250216369
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Morten Oestergaard Koch
State Authorised Public Accountant
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Mathilda Dam Jacobsen
Chairman
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Penneo dokumentnøgle: E62GK-F8F5I-E4PWI-ISYAT-2E6C5-IM3QO