



Piaster Revisorerne
vi giver bedre råd

Vedel & Roesen Holding ApS

CVR-no 39 99 78 35

Bistrupvej 176
3460 Birkerød

Annual Report 2019

(Financial year 1 January 2019 - 31 December 2019)

The Annual Report is presented and
adopted at the Annual General Meeting of
shareholders on the 11 September 2020

Mads Prag Roesen
Chairman of the meeting

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Management's Statement

The Executive Board have today considered and approved the Annual Report of 1 January 2019 - 31 December 2019 for Vedel & Roesen Holding ApS.

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

In our opinion, the consolidated financial statements and the financial statements give a true and fair view of the group's and the company's assets, liabilities and financial position as at 31 December 2019 and of the results of their activities and the consolidated cash flows for the financial year 1 January 2019 - 31 December 2019 for Vedel & Roesen Holding ApS.

In our opinion the Management's Review gives a true and fair statement regarding the content in the Management's Review."

We recommend the Annual Report approved at the Annual General Meeting.

Birkerød, 11 September 2020

Executive Board:

Lars Vedel Jørgensen

Mads Prag Roesen

Independent auditor's report

To the Shareholders of Vedel & Roesen Holding ApS

Opinion

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Vedel & Roesen Holding ApS for the financial year 1. January 2019 - 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 Consolidated Financial Statements and the Parent Company Financial Statements are prepared under 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 the Group and Parent Company operations as well as the consolidated cash flows for the financial year 1 January 2019 - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis of 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 Consolidated Financial Statements and the Parent Company 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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independent auditor's report

Management's Responsibilities for the Consolidated Financial Statements and the Parent Company 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 Consolidated Financial Statements and Parent Company Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements and the Parent Company 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 Consolidated Financial Statements and the Parent Company 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 Consolidated Financial Statements and the Parent Company Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements and the Parent Company 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 of accounting information taken on the basis of these Consolidated Financial Statements and Parent Company Financial Statements.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements and the Parent 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.
- 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 Consolidated Financial Statements and the Parent Company 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 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 Consolidated Financial Statements and the Parent Company Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Consolidated Financial Statements and the Parent Company Financial Statements, including the disclosures, and whether the Consolidated Financial Statements and the Parent Company 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.

Independent auditor's report

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

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Consolidated Financial Statements and the Parent Company 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 Consolidated Financial Statements and the Parent Company Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Consolidated Financial Statements or the Parent Company Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Allerød, 11 September 2020

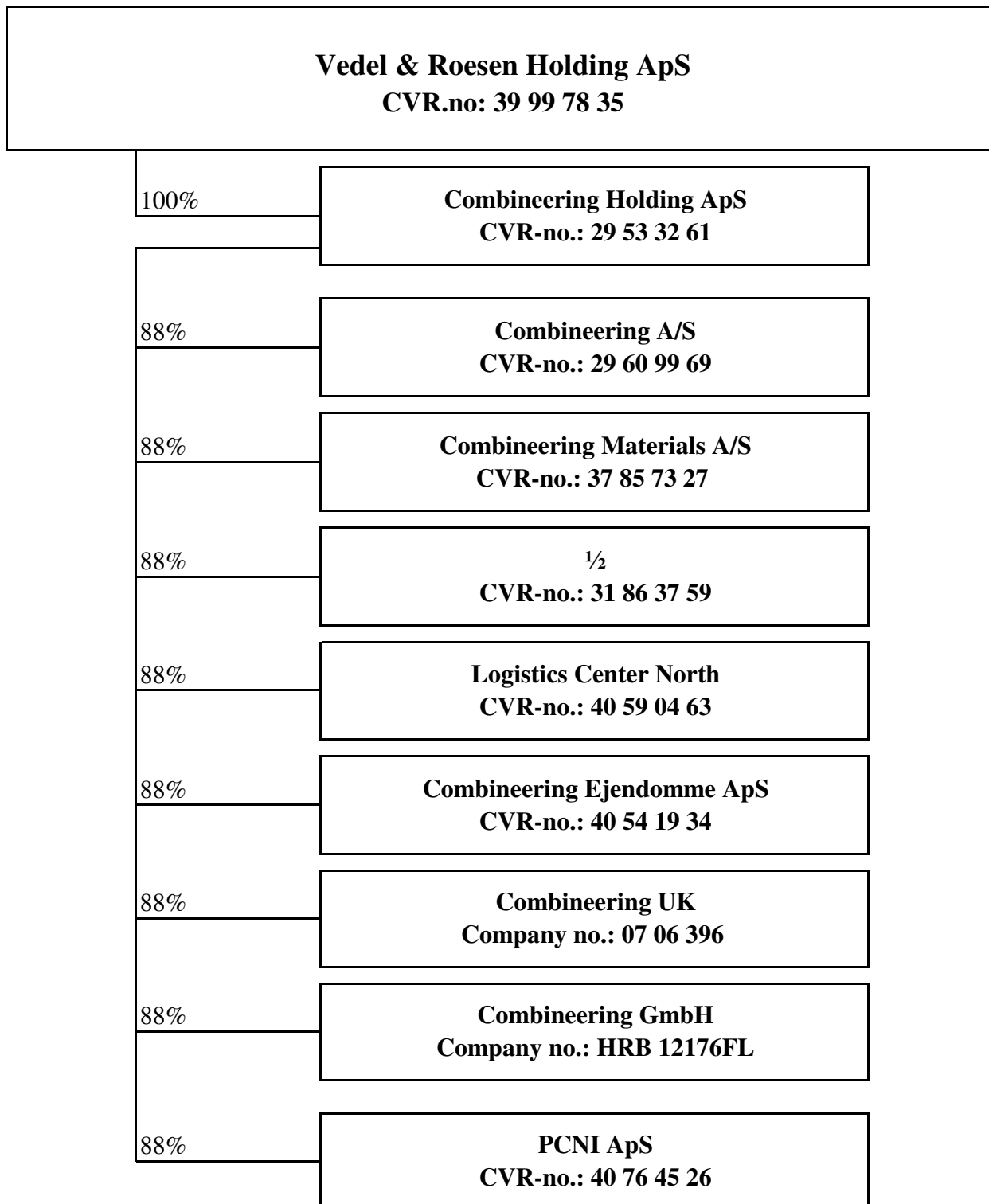
**Piaster Revisorerne,
statsautoriseret revisionsaktieselskab
CVR-no.: 25 16 00 37**

Niels Kristian Tordrup Mørk
State Authorized Public Accountant
mne35462

Company details

Company details	Vedel & Roesen Holding ApS Bistrupvej 176 3460 Birkerød
	CVR no.: 39 99 78 35
	Founded: 1. januar 1999
	Registered office: Rudersdal
	Financial year: 1. januar - 31. december
Executive Board	Lars Vedel Jørgensen Mads Prag Roesen
Auditor	Piaster Revisorerne, Statsautoriseret Revisionsaktieselskab Engholm Parkvej 8 3450 Allerød

Group structure



Key figures

	2019	2018
		*
Income statement		
Gross profit (loss)	23.004.426	23.862.359
Operating profit/loss	5.542.805	6.268.649
Net financials	-705.509	126.552
Profit for the year	3.635.123	4.747.865
Balance sheet		
Total assets	51.668.201	49.215.617
Investment in property, plant and equipment	17.920.365	9.915.511
Equity	17.804.320	21.009.435
Cash flows		
Cash flows from (used in) operating activities	-5.065.987	12.402.774
Cash flows from (used in) investing activities	-8.953.299	-2.661.929
Cash flows from (used in) financing activities	-607.049	0
Average number of employees	29	27
Key Figures %		
Operating margin	10,73	12,74
Return on equity	18,7	44,8
Solvency ratio	34,5	42,7

Description of key figures and financial ratios

Key ratios are in accordance with "Finansforeningens nøgletalsvejledning "Recommendations & Ratios". Ratios are presented below:

- Operating margin = Operating/Total assets
- Return on equity = profit for the year / Average equity
- Solvency ratio = Equity, end of year x 100 / Total assets

* = Key figures has not been corrected as a result of the change in accounting policies

Management's Review

Primary activities of the Company

The group's activities is handling, recycling and utilization including safe destruction of industrial residues and waste product including development of environment solutions on behalf of customers.

Knowledge resources

The groups knowledge resources are the employees. The majority are engineers within the environmental industri.

Specific risks

Risk Control

Active assessment and management of risks plays a central role in the Group's goal of ensuring stable earnings. Management seeks to identify, assess and control the risks to which the Group is exposed through policies and the establishment of internal procedures.

Financial risk

The risk is limited to the operations, due to limited other financial risk.

Currency risk

Many contracts are in either GBP or USD, but the group is trying to mitigate risk by making sure that input and output are in the same currency, but currency does influence profit and loss.

Environment

The Group core business is to provide, alternative full and biomass and in this process assist customers to achieve the green transition. Enviroment is thereby core business in the Group and the group are spending many resources on developing environmental solutions.

Management's Review (continued)

Research and development activities

The company uses many resources on research and development, regarding the development project see the notes.

Development in activities and financial affairs

The group's financial performance is considered acceptable, but not as expected previous year.

Expected development

The company's expected development is high growth and profitable operations.

Financing

Group is primarily funded by owners and banks.

Investments

The company has invested in Fixtures and Fitting in order to obtain sales and development project.

Significant events occurred after the end of the financial year

Covid-19

After the end of the financial year, there was an outbreak of the disease COVID19. The spread of Coronavirus as well as a partial shutdown of society has led to greater financial uncertainty. The group is currently limited affected by the outbreak. At the current state it is not possible to fully evaluate the impact on the operations and financial situation of the company going forward.

Trade receivables

After the end of the financial year, management has obtained information about a trade receivable that on the 31 December 2019 is accounted for with 5,8 mio. DKK has experiences financial problems and are in the process of winding up their activities so they can pay of as many creditors as possible. The company will experience a loss on the receivable. The company is currently not able to estimate the potential loss due to fact that they are awaiting information about the winding up and due to the fact that the ultimate owner has issue a guarantee for payment, but this is also currently being investigated.

Other events

No other events materially affecting the financial position of the company have occurred after the end of the financial year.

No events materially affecting the financial position of the company have occurred after the end of the financial year.

Income Statement 1 January - 31 December Group

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Gross profit (loss)		23.004.426	23.862.359
Staff costs	1	-15.123.465	-16.436.052
Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss	2	-1.254.662	-1.157.658
Other operating expenses		-1.083.494	0
Operating profit		5.542.805	6.268.649
Income from investments in associates		0	0
Financial income		69.202	455.174
Financial expenses		-774.711	-328.622
Profit before tax		4.837.296	6.395.201
Tax expense	3	-1.202.173	-1.647.336
Profit for the year		3.635.123	4.747.865
Minority interest's proportionate share of subsidiary profit (loss)		425.607	480.725
Profit (loss) after minority interest's proportionate share		3.209.516	4.267.140
		3.635.123	4.747.865

Balance Sheet at 31 December Group

Assets

	Notes	2019	2018
Goodwill	4	0	0
Development projects in progress	5	4.420.772	0
Intangible assets		4.420.772	0
Land and buildings	6	7.117.884	6.952.754
Plant and machinery			
Fixtures, fittings, tools and equipment	7	6.381.709	2.907.052
Property, plant and equipment		13.499.593	9.859.806
Other receivables	8	0	55.705
Financial fixed assets		0	55.705
Fixed assets		17.920.365	9.915.511
Inventories	9	1.564.318	1.725.483
Trade receivables		17.995.038	15.474.883
Receivables from group companies		0	0
Short-term tax receivables		1.439.214	0
Deferred tax assets	10	0	33.000
Other receivables		6.472.912	2.201.366
Deferred income assets	11	0	364.971
Receivables		25.907.164	18.074.220
Other short-term investments		0	0
Cash and cash equivalents		6.276.354	19.500.403
Current assets		33.747.836	39.300.106
Assets		51.668.201	49.215.617

Balance Sheet at 31 December Group

Equity and liabilities

	Notes	2019	2018
Share capital		200.000	200.000
Retained earnings		14.377.569	12.051.782
Proposed dividend recognised in equity		1.229.000	6.920.218
Equity before minority interests		15.806.569	19.172.000
Minority interests		1.997.751	1.837.435
Equity		17.804.320	21.009.435
Provisions for deferred tax	12	1.107.000	0
Provisions		1.107.000	0
Long-term mortgage debt	13	5.317.677	3.784.370
Long-term liabilities other than provisions		5.317.677	3.784.370
Short-term part of long-term liabilities other than provisions	13	1.332.294	652.432
Short-term debt to other credit institutions		1.402.286	0
Trade payables		12.762.658	15.078.334
Tax payables		0	1.434.447
Payables to shareholders		2.162	10.773
Other payables		11.939.804	6.837.411
Deferred income		0	408.415
Short-term liabilities other than provisions		27.439.204	24.421.812
Liabilities other than provisions		32.756.881	28.206.182
Equity and liabilities		51.668.201	49.215.617
Proposed distribution of results	14		
Related parties	15		
Contingent liabilities	16		
Mortgages and collaterals	17		

Statement of changes in equity Group

	Share Capital	Retained Earnings	Proposed Dividend	Total
2018				
Beginning balance	200.000	16.079.764	0	16.279.764
Value adjustments of equity		-18.194		-18.194
Dividend paid			0	0
Profit (loss)		-2.172.353	6.920.218	4.747.865
End balance	200.000	13.889.217	6.920.218	21.009.435
2019				
Beginning balance	200.000	13.889.217	6.920.218	21.009.435
Value adjustments of equity		79.980		79.980
Dividend paid			-6.920.218	-6.920.218
Profit (loss)		2.406.123	1.229.000	3.635.123
End balance	200.000	16.375.320	1.229.000	17.804.320

Consolidated cash flow statement 1 January - 31 December Group

	<u>Notes</u>	<u>2019</u>	<u>2018</u>
Profit (loss)		3.635.123	4.747.865
Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets		1.254.662	1.157.658
Other adjustments	18	1.907.682	1.520.784
Adjustments for decrease (increase) in working capital	19	-10.428.120	6.169.928
Cash flow from operating activities before finance		-3.630.653	13.596.235
Income taxes paid (refund), classified as operating activities		-1.435.334	-1.193.461
Cash flows from operating activities		-5.065.987	12.402.774
Purchase of property, plant and equipment		-10.107.324	-3.219.637
Sale of property, plant and equipment		1.098.320	557.708
Purchase of investments		55.705	0
Cash flows from investing activities		-8.953.299	-2.661.929
Repayment of long-term loans		2.213.169	0
Incurrence of debt to participating interests		4.100.000	0
Dividend paid		-6.920.218	0
Cash flows from financing activities		-607.049	0
Total cash flows for the year		-14.626.335	9.740.845
Cash, beginning of year		19.500.403	9.759.558
Cash, end of year		4.874.068	19.500.403

Notes Group

	2019	2018
1 Staff costs		
Wages and salaries	18.981.957	15.669.678
Post-employment benefit expense	165.534	139.681
Social security contributions	324.451	626.693
	19.471.942	16.436.052
Average number of full time employees	29	27
Of which remuneration to management	3.706.756	2.784.419
Staff costs - Income Statement	15.123.465	0
Staff costs - Development projects in progress	4.348.477	0
	19.471.942	0
2 Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss		
Depreciation, land and buildings	249.014	235.230
Depreciation, plant and machinery	1.005.648	595.393
Depreciation, fixtures, fittings, tools and equipment	0	327.035
	1.254.662	1.157.658
3 Tax expense		
Tax expense on ordinary activities	312.173	1.502.336
Adjustment of deferred tax	890.000	145.000
	1.202.173	1.647.336

Notes Group

	2019	2018
4 Goodwill		
Cost at 1 January	2.289.246	2.289.246
Disposal	-2.289.246	0
Cost at 31 December	0	2.289.246
Amortizations at 1 January	-2.289.246	-1.962.211
Amortisation for the year	0	-327.035
Reversals of amortizations on disposals for the year	2.289.246	0
Amortizations at 31 December	0	-2.289.246
Carrying amount at 31 December	0	0
5 Development projects in progress		
Cost at 1 January	0	0
Additions in the year	4.420.772	0
Cost at 31 December	4.420.772	0
Amortizations at 1 January	0	0
Amortizations for the year	0	0
Amortizations at 31 December	0	0
Carrying amount at 31 December	4.420.772	0

Statement of special prerequisites for recognition and measurement of development projects.

The development project relates to the development and testing of Alternative Fuels, Biomass and recycling processed. The development projects are expected to generate increase turnover and profits for the coming years.

Some projects are expected to be finalized in 2020 and others have a longer development period.

There is a positive expectation of market demand for the developed new and improved products and that these products will help to realize the company's growth plans for the coming years.

Notes Group

	2019	2018
6 Land and buildings		
Cost at 1 January	9.521.544	9.002.153
Additions in the year	414.144	519.391
Cost at 31 December	<u>9.935.688</u>	<u>9.521.544</u>
Depreciations at 1 January	2.568.790	2.333.560
Depreciation for the year	249.014	235.230
Depreciations at 31 December	<u>2.817.804</u>	<u>2.568.790</u>
Carrying amount at 31 December	<u>7.117.884</u>	<u>6.952.754</u>
7 Fixtures, fittings, tools and equipment		
Cost at 1 January	3.882.387	1.807.022
Additions in the year	5.272.408	3.219.637
Disposals	-1.107.427	-1.108.139
Cost at 31 December	<u>8.047.368</u>	<u>3.918.520</u>
Depreciations at 1 January	1.011.468	966.506
Depreciation for the year	1.005.648	595.393
Reversals of depreciations on disposals for the year	-351.457	-550.431
Depreciations at 31 December	<u>1.665.659</u>	<u>1.011.468</u>
Carrying amount at 31 December	<u>6.381.709</u>	<u>2.907.052</u>
Leased assets	<u>4.491.227</u>	

Notes Group

	2019	2018
8 Deposits		
Cost at 1 January	55.705	55.705
Additions in the year	-55.705	0
Cost at 31 December	<u>0</u>	<u>55.705</u>
Revaluations at 1 January	<u>0</u>	<u>0</u>
Revaluations at 31 December	<u>0</u>	<u>0</u>
Carrying amount at 31 December	<u>0</u>	<u>55.705</u>
9 Inventories		
Manufactured goods and goods for resale	<u>1.564.318</u>	<u>1.725.483</u>
	<u>1.564.318</u>	<u>1.725.483</u>

Notes Group

	2019	2018
10 Deferred tax assets		
Deferred tax assets at 1 January	33.000	0
Changes in equity of deferred tax	-33.000	33.000
Revaluation of deferred tax assets this year	0	0
	0	33.000
11 Deferred income assets		
Prepayments	0	364.971
	0	364.971
12 Provisions for deferred tax		
Deferred tax at 1 January	0	0
Revaluation of deferred tax assets this year	1.107.000	0
	1.107.000	0
13 Long-term mortgage debt		
Unpaid debt after 5 years	1.911.008	2.038.781
Repayment, between 1-4 years	3.406.669	1.745.589
Long-term part	5.317.677	3.784.370
Repayment next year	1.332.294	652.432
	6.649.971	4.436.802
14 Proposed distribution of results		
Retained earnings	2.406.123	-2.172.353
Extraordinary dividend recognised in equity	0	0
Proposed dividend recognised in equity	1.229.000	6.920.218
Total distribution	3.635.123	4.747.865
15 Related parties		
Transactions with related parties take place on market terms.		

Notes

Group

16 Contingent liabilities

The Group is joint taxed with the other Danish companies in the Vedel & Roesen Holding ApS group, and is under joint taxation with Vedel & Roesen Group going forward. The company is jointly liable with the other Danish companies in the joint taxation on Danish corporation taxes and taxes on dividends, interest and royalties.

17 Mortgages and collaterals

In regards to long-term debt (realkreditinstitutter) of tDKK. 6.650, the company has posted collateral in land and buildings, with an accounting value at the 31 December 2019 of tDKK. 7.118.

As collateral for the Norwegian Government (miljøstyrelsen) the company has posted a garanty of tDKK 105.

In regards to debt to banks of tDKK. 1.402, the company has posted company charge of tDKK. 5.000, with an accounting value of tDKK. 26.583 at the 31. december 2019 of tDKK.

Notes Group

	<u>2019</u>
18 Other adjustments	
Financial income	-69.202
Financial income	774.711
Tax expense	1.202.173
	<u>1.907.682</u>
19 Adjustments for decrease (increase) in working capital	
Change in inventories	161.165
Change in receivables from sales	-2.520.155
Change other receivables	-5.312.789
Change and payables and other debt	-2.756.341
	<u>-10.428.120</u>

Income Statement 1 January - 31 December

Parent company

	Notes	2019	2018
Gross profit (loss)		-65.655	-6.000
Income from investments in group enterprises		3.614.168	546.950
Financial expenses	20	-8.170	-303
Profit before tax		3.540.343	540.647
Tax on profit for the year	21	14.444	1.387
Profit for the year		3.554.787	542.034
 Proposed distribution of results			
Retained earnings		2.325.787	-6.378.184
Reserve for net revaluation according to equity method		0	0
Proposed dividend recognised in equity		1.229.000	6.920.218
Total distribution		3.554.787	542.034

Balance Sheet at 31 December Parent company

Assets

	Notes	2019	2018
Long-term investments in group enterprises	22	15.343.838	16.536.916
Financial fixed assets		15.343.838	16.536.916
Fixed assets		15.343.838	16.536.916
Short-term tax receivables		1.500.000	0
Short-term tax receivables from group enterprises		15.831	1.387
Receivables		1.515.831	1.387
Cash and cash equivalents		491.900	2.639.697
Current assets		2.007.731	2.641.084
Assets		17.351.569	19.178.000

Balance Sheet at 31 December Parent company

Equity and liabilities

	Notes	2019	2018
Share capital	23	200.000	200.000
Reserve for net revaluation according to equity method		0	0
Retained earnings		14.377.569	12.051.782
Proposed dividend recognised in equity		1.229.000	6.920.218
Equity		15.806.569	19.172.000
Payables to group enterprises		1.500.000	0
Other payables		45.000	6.000
Short-term liabilities other than provisions		1.545.000	6.000
Liabilities other than provisions		1.545.000	6.000
Equity and liabilities		17.351.569	19.178.000
Contingent liabilities	24		
Related parties	25		

Statement of changes in equity

Parent company

	Share Capital	Reserve for net revaluation according to equity method	Retained Earnings	Proposed Dividend	Total
2018					
Beginning balance	200.000	0	0	0	200.000
Increase of capital			18.448.160		
Dividend paid				0	0
Exchange rate adjustments, investment in group			-18.194		-18.194
Profit (loss)	0	0	-6.378.184	6.920.218	542.034
End balance	200.000	0	12.051.782	6.920.218	19.172.000
2019					
Beginning balance	200.000	0	12.051.782	6.920.218	19.172.000
Dividend paid				-6.920.218	-6.920.218
Exchange rate adjustments, investment in group			0		0
Profit (loss)	0	0	2.325.787	1.229.000	3.554.787
End balance	200.000	0	14.377.569	1.229.000	15.806.569

Notes

Parent company

	<u>2019</u>	<u>2018</u>
20 Financial expenses		
Finance expenses arising from group enterprises	0	0
Other financial expenses	8.170	303
	<u>8.170</u>	<u>303</u>
21 Tax on profit for the year		
Tax expense on ordinary activities	-14.444	-1.387
Adjustment of deferred tax	0	0
	<u>-14.444</u>	<u>-1.387</u>

Notes

Parent company

	2019	2018
22 Long-term investments in group enterprises		
Cost at 1 January	16.783.344	0
Additions in the year	0	18.648.160
Disposals in the year	0	-1.864.816
Cost at 31 December	<u>16.783.344</u>	<u>16.783.344</u>
Revaluations at 1 January	-246.428	0
Share of profit for the year	3.614.168	-228.234
Currency adjustment, subsidiary	0	-18.194
Dividends received from group enterprises	-4.807.246	0
Revaluations at 31 December	<u>-1.439.506</u>	<u>-246.428</u>
Carrying amount at 31 December	<u>15.343.838</u>	<u>16.536.916</u>

Information from the latest financial statements

	Ownership Percentage	Share Capital	Profit for the year	Equity
Combineering Holding ApS 3460 Birkerød CVR no. 29 53 32 61	<u>88%</u>	<u>200.000</u>	<u>3.694.504</u>	<u>17.342.471</u>

Other group enterprises

Combineering A/S 3460 Birkerød CVR no. 29 60 99 69	<u>88%</u>	<u>500.000</u>	<u>4.470.604</u>	<u>13.162.289</u>
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Dewaster ApS i likvidation 3460 Birkerød CVR no. 31 86 37 59	<u>88%</u>	<u>50.000</u>	<u>likvidated 31 August 2020</u>	
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Combineering Ejendomme ApS 3460 Birkerød CVR no. 40 54 19 34	<u>88%</u>	<u>50.000</u>	<u>152.390</u>	<u>4.206.691</u>
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Logistics Center North
3460 Birkerød

Notes

Parent company

CVR no. 40 59 04 63	<u>88%</u>	<u>40.000</u>	1. annual report haven't yet been submitted	
PCNI ApS 3460 Birkerød CVR no. 40 76 45 26	<u>88%</u>	<u>40.000</u>	1. annual report haven't yet been submitted	
Combineering Materials ApS 3460 Birkerød CVR no. 37 85 73 27	<u>88%</u>	<u>50.000</u>	<u>286.274</u>	<u>336.274</u>
Combineering (UK) Limited United Kingdom Company No. 07506396	<u>88%</u>	<u>200 GBP</u>	<u>-8.398 GBP</u>	<u>159.334 GBP</u>
Combineering Materials GmbH Deutschland HRB 12176FL	<u>88%</u>	<u>25.000 EUR</u>	<u>-17.538 EUR</u>	<u>-22.665 EUR</u>

Notes

Parent company

23 Share Capital

There has been no change in the share capital in the last 5 years.

24 Contingent liabilities

The company is a subsidiary in the group joint taxation with Vedel & Roesen Holding ApS. The companies in the joint taxation are jointly liable on corporation taxes and taxes on dividends, interest and royalties.

The company guarantee for debt between Combineering A/S and its banks. The debt at the balance sheet date t.DKK 1.402.

25 Related parties

Controlling influence

Vedel & Roesen Holding ApS

Lars Vedel Jørgensen

Residence: Hyldegårdsvej 5 Ganløse Mørke 3660 Stenløse

Basis of influence

Capital owner

Ultimate owner of voting rights

Related parties transactions

All transactions with related parties has been carried out on arm's lengths, why no further information is provided according the section §98 C.

Combineering Holding ApS and subsidiaries is included in the consolidated financial statements of the Vedel & Roesen Holding ApS, Bistrupvej 176, Birkerød, Denmark. The Largest and smallest group in which the enterprise is included as a subsidiary.

Accounting policies

The Annual Report has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class C (medium).

Changes in accounting policies

The accounting policies have been changed as follows:

- Development project are being activated. In previous years the have been expensed. It has not been possible to adjust comparative figures due to the fact that the information and registration has not able to obtain.

The accumulated effect of the change in accounting policies for the account years are:

T.DKK	2019	2018
Effect on net income before tax	4.420	-
Effect on tax after change in accounting policies	-972	-
Effect on net income after tax	3.448	-
Effect on balance sheet	4.420	-
Effect on equity	3.448	-

The accounting policies are consistent besides the above stated with those of last year.

Accounting policies

General

Internal group restructuring

Regarding internal group restructurings the group applies the aggregating method (sammenlægningsmetoden). This also applies regarding comparative figures.

Reporting currency

The Annual Report is presented in Danish kroner (DKK).

In general regarding accounting and measuring

Income is recognized in the income statement when they are earned. Furthermore are all costs, depreciations and write downs recognized in the income statement when incurred.

Assets are recognized in the balance sheet when it is probable that future economical benefits will accrue to the company and the assets value can be measured reliably.

Liabilities are recognized in the balance sheet when it is probable that future economical benefits will be deducted from the company and the value can be measured reliably.

On initial recognition assets and liabilities are measured to cost price. Thereafter assets and liabilities are measured as described for each entry.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Currency retranslation

Transactions denominated in foreign currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Exchange differences arising between the transaction date and the exchange rate at the date of actual payment are recognized in the income statement under financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated into the functional currency at the exchange rates ruling at the balance sheet date. The difference between the exchange rates ruling at the balance sheet date and at the date when the receivable or payable arose is recognized in the income statement under financial income or financial expenses.

Non-current assets acquired in foreign currency are measured to the exchange rate ruling at the date of the transaction.

Accounting policies

Income statement

Gross profit

With reference to section 32 of the Danish Financial Statement Act, the items “Revenue” to and including “Other external expenses” are consolidated into one item designated “Gross profit”.

Revenue

Revenue includes invoiced sales of goods and rendering of services, recognition is done, when

- delivery and transfer of risk to the buyer has taken place before year end
- a committing sales agreement exists
- sales price is determined, and
- payment is received, or there are reasonable security that it will be received

Revenue is recognized excluding value added tax and after deduction of provisions rebates and trade discounts relating to the sale.

Cost of sales

Cost of sales include costs incurred to achieve revenue for the year. Cost of sales include freight and forwarding costs.

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, bad debt, premises, operating lease agreements etc.

Staff costs

Staff costs comprise costs such as wages and salaries, pension costs and other social security benefits ect. to the company's employees.

Other operating income and expenses

Other operating income and expenses includes items of a secondary nature relative to the enterprise's core business.

Income from investments in group enterprises

The proportionate share of the results of group enterprises after tax is recognized in the income statement after the elimination of intercompany proceeds and deduction of goodwill depreciation and goodwill impairment losses.

Accounting policies

Financial items

Financial income and expenses are recognized in the income statement with the amounts related to the year. Financial income and expenses comprise interest receivable and payable, realised and unrealised capital gains on securities and currency translation adjustments.

Tax expense

Tax on income for the year, consisting of the year's current tax and deferred tax, is recognized in the income statement to the extent that it relates to the income or loss for the year and on equity to the extent that it relates there to.

Balance sheet

Assets

Intangible assets

Development projects in progress

Development project are measured at historic cost less accumulated amortizations and impairment losses if they meet the criteria in Danish GAAP.

Historic cost comprise the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Development project are amortizaed on a straight-line basis over the expected useful economic lives of the assets. Amortizations start when project are completed.

Impairment of intangible assets

The carrying amount of intangible assets is every year reviewed in order to determine if there are indications of impairment exceeding the amount expressed by amortisations. If this is the case a impairment test is carried out in order to determine if the recoverable amount is lower than the carrying amount. The assets are written down to this lower value.

Recoverable amount for the asset is determined as the highest value of net sales price and the capital value. If it is not possible to determine the recoverable amount for the individual asset, assets are assessed together with the smallest group of assets where it is possible to determine a reliable evaluation of the recoverable amount.

Assets where it is not possible to determine an individual capital value because the asset does not generate future cash flows is assessed together with the group of assets which they can be attributed to.

Accounting policies

Property, plant and equipment

Property, plant, fixtures, fittings, tools and equipment are measured at historic cost less accumulated depreciation and impairment losses.

Historic cost comprise the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Assets are depreciated on a straight-line basis over the expected useful economic lives of the assets:

	<u>Useful life</u>	<u>Expected scrap value</u>
Land and buildings	25 years	0%
Fixtures, fittings, tools and equipment	3-5 years	0-20%

Asset acquisitions below the taxable limit is fully written off in the year of acquisition.

Gains and losses on disposals are determined as the difference between selling price less sales cost and carrying amount at time of disposal and are recognized in the income statement. Gain or loss is recognized under other operating income or expenses.

Impairment of property, plant and equipment

The carrying amount of property, plant and equipment is every year reviewed in order to determine if there are indications of impairment exceeding the amount expressed by depreciations and amortisations. If this is the case an impairment test is carried out in order to determine if the recoverable amount is lower than the carrying amount. The assets are written down to this lower value.

Recoverable amount for the asset is determined as the highest value of net sales price and the capital value. If it is not possible to determine the recoverable amount for the individual asset, assets are assessed together with the smallest group of assets where it is possible to determine a reliable evaluation of the recoverable amount.

Assets where it is not possible to determine an individual capital value because the asset does not generate future cash flows is assessed together with the group of assets which they can be attributed to.

Accounting policies

Leases

Leases of fixed assets where the company has substantially all the risks and rewards of ownership (finance leases) are recognized in the balance sheet as assets. The assets are measured initially calculated cost equal to the fair value or (if lower) the present value of future lease payments. In calculating the present value the internal interest rate of the leases, discount rate or an approximated value is used. Finance leases are depreciated like other similar assets.

The capitalized remaining lease obligation is recognized in the balance sheet as a liability, lease payment interest is recognized over the term of the income statement. All other leases are classified as operating leases. Payments considered operating leases are recognized in the income statement over the lease term. The company's total liability relating to operating leases and lease liabilities is disclosed in the notes.

All other leases are operating leases. Payments related to operating leases and other leases are recognized in the income statement over the lease term. The company's total liability relating to operating leases and lease liabilities is disclosed in the notes.

Financial fixed assets

Investments in group enterprises

Investments in group enterprises are recognized according to the equity method and measured at the proportionate share of the entities' net asset values calculated in accordance with the parent company's accounting policies minus or plus the proportionate share of unrealised intercompany proceeds and minus or plus the carrying amount of goodwill measured according

Investments in group enterprises with a negative net asset value are measured at value of DKK 0. Any receivables from group enterprises are written down by the share at the negative net asset value if the amount owed is irrecoverable. If the negative net asset value exceeds the receivable, the remaining amount is recognized under provisions to the extent the parent company has a legal or constructive obligation to cover the negative net assets of the group

Net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity to the extent that the carrying amount exceeds purchase price deducted goodwill depreciation.

Acquired enterprises or newly founded enterprises are recognized in the financial statements from the date of acquisition or foundation. Enterprises sold or disposed are recognized until the

Gains or losses on disposal of group enterprises are determined as the difference between the sales amount and the carrying amount of net assets at the time of disposal, including non-depreciated goodwill and estimated costs of disposal. Gains and losses are recognized in the income statement under financial income or financial expenses.

Accounting policies

Inventories

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

Goods for resale, raw materials and consumables comprises purchase price plus delivery costs.

The cost of finished goods and work in progress comprises the cost of raw materials, direct labor and direct production costs.

The net realisable value of inventories is determined taking into account marketability, obsolescence and development in expected sales price less completion costs and costs incurred

Receivables

Receivables are measured at amortized cost which corresponds in all material respects to nominal value. The value is reduced with provisions for expected bad debts.

Deferred income

Deferred income, recognized under liabilities, comprise income concerning subsequent financial years.

Other short-term investments

When it is likely that the total cost will exceed the total income on a specific task, the expected loss will be recognized in the in income statement.

Cash and bank balances

Cash comprises cash balances and bank balances.

Dividends

Dividends expected to be paid in respect of the year are stated as a separate line item under equity.

Accounting policies

Current tax and current deferred tax

Current tax liabilities and current tax assets are recognized in the balance sheet as estimated tax on the taxable income for the year, adjusted for change in tax on prior years' taxable income and for tax paid under the on-account tax scheme.

Deferred tax is measured according to the balance sheet liability method on all timing differences between the tax and accounting value of assets and liabilities.

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 income tax is measured using tax rules and tax rates that apply by the balance sheet date when the deferred tax asset is realised or the deferred income tax liability is settled. The change in deferred tax as a result of changes in tax rates is recognized in the income statement.

Liabilities

Borrowings are recognized at the time the loans are obtained and are initially measured at the proceeds received less transaction costs. In the subsequent periods, financial liabilities are measured at amortized cost, applying the 'effective interest rate method', to the effect that the difference between the proceeds and the nominal value is recognized in the income statement under financial expenses over the term of the loan.

Mortgage debt is recognized at amortized cost price, which for cash loans is equal to outstanding loan. For bond loans amortized cost price equals the underlying cash value at time of borrowing regulated with an exchange rate at the time of borrowing depreciated over the

Other liabilities are measured at amortized cost, corresponding to the nominal value.

Accounting policies

Cash flow statement

The cash flow statement shows the group's cash flows divided into operating activity, investing activity and financing activity for the year, the year's change in cash and the group's cash at the beginning and end of the year.

A separate cash flow statement has not been prepared for the parent company, as this is included in the cash flow statement for the group.

Likviditetsvirkningen af køb og salg af virksomheder vises separat under pengestrømme fra investeringsaktivitet. I pengestrømsopgørelsen indregnes pengestrømme vedrørende købte virksomheder fra anskaffelsestidspunktet, og pengestrømme vedrørende solgte virksomheder indregnes frem til salgstidspunktet

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the result adjusted for non-cash operating items, changes in working capital and corporation tax paid.

Cash flows from investing activities

Cash flows from investing activities include payments in connection with the purchase and sale of companies and activities as well as the purchase and sale of intangible, tangible and financial fixed assets

Cash flows from financing activities

Cash flows from financing activities include changes in the size or composition of the group's share capital and costs associated with this, as well as raising loans, repayments on interest-bearing debt and paying dividends to shareholders.

Cash

Cash and cash equivalents comprise cash and cash equivalents, including deposits with banks as well as cash and cash equivalents converted at the exchange rate on the balance sheet date less debt to banks.

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Mads Prag Roesen

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