

Unicontrol ApS

Unsbjergvej 4C, 5230 Odense SØ

CVR no. 40 10 15 78

Annual report 2023

Approved at the Company's annual general meeting on 21 February 2024

Chair of the meeting:

.....
Thomas Visti Jensen

The following is a translation of an original Danish document. The original Danish document is the governing document for all purposes, and in case of any discrepancy, the Danish wording will be applicable.

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Unicontrol ApS for the financial year 1 January - 31 December 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

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

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

Odense, 21 February 2024
Executive Board:

.....
Niels Bjerregaard

.....
Ehsanullah Ekhlās

Board of Directors:

.....
Thomas Visti Jensen
Chairman

.....
Zbigniew Ryszard Niemczyk

.....
Lasse Kieffer

.....
Kasper Hartvig Andersen

.....
Ehsanullah Ekhlās

Independent auditor's report

To the shareholders of Unicontrol ApS

Opinion

We have audited the financial statements of Unicontrol ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We 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 Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements 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.

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

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Independent auditor's report

- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

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

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

Odense, 21 February 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Louise Greve
State Authorised Public Accountant
mne48485

Management's review

Company details

Name	Unicontrol ApS
Address, Postal code, City	Unsbjergvej 4C, 5230 Odense SØ
CVR no.	40 10 15 78
Established	5 December 2018
Registered office	Odense
Financial year	1 January - 31 December
Board of Directors	Thomas Visti Jensen, Chairman Zbigniew Ryszard Niemczyk Lasse Kieffer Kasper Hartvig Andersen Ehsanullah Ekhlās
Executive Board	Niels Bjerregaard Ehsanullah Ekhlās
Auditors	EY Godkendt Revisionspartnerselskab Cortex Park Vest 3, 5230 Odense M, Denmark

Management's review

Business review

The objective of the Company is development, operation and sales of softwarebased serviced and related business.

Financial review

The income statement for 2023 shows a profit of DKK 14,260,479 against a profit of DKK 13,051,920 last year, and the balance sheet at 31 December 2023 shows equity of DKK 39,708,128.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2023	2022
	Revenue	106,164,107	70,997,519
	Cost of sales	-47,472,587	-29,178,669
	Work performed for own account and capitalised	15,127,275	12,041,666
	Other external expenses	-18,129,943	-11,993,107
	Gross profit	55,688,852	41,867,409
2	Staff costs	-29,537,144	-21,089,353
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-7,417,991	-4,185,567
	Profit before net financials	18,733,717	16,592,489
	Income from investments in group enterprises	86,429	52,227
	Financial income	207,437	464,697
	Financial expenses	-1,069,989	-1,460,068
	Profit before tax	17,957,594	15,649,345
3	Tax for the year	-3,697,115	-2,597,425
	Profit for the year	14,260,479	13,051,920
	Recommended appropriation of profit		
	Net revaluation reserve according to the equity method	138,656	0
	Other statutory reserves	177,338	749,081
	Other reserves	6,367,931	6,367,810
	Retained earnings	7,576,554	5,935,029
		14,260,479	13,051,920

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
	ASSETS		
	Fixed assets		
4	Intangible assets		
	Completed development projects	22,020,161	13,856,147
		<u>22,020,161</u>	<u>13,856,147</u>
5	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	446,137	455,086
	Leasehold improvements	578,734	814,785
		<u>1,024,871</u>	<u>1,269,871</u>
6	Investments		
	Investments in group enterprises	204,056	117,627
	Deposits, investments	188,785	175,524
		<u>392,841</u>	<u>293,151</u>
	Total fixed assets	<u>23,437,873</u>	<u>15,419,169</u>
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	16,473,335	12,160,651
		<u>16,473,335</u>	<u>12,160,651</u>
	Receivables		
	Trade receivables	14,300,752	6,523,370
	Receivables from group enterprises	0	52,245
	Prepayments	1,055,688	717,619
		<u>15,356,440</u>	<u>7,293,234</u>
	Cash	<u>11,737,527</u>	<u>5,965,200</u>
	Total non-fixed assets	<u>43,567,302</u>	<u>25,419,085</u>
	TOTAL ASSETS	<u>67,005,175</u>	<u>40,838,254</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	47,059	47,059
	Net revaluation reserve according to the equity method	138,656	0
	Reserve for development costs	17,175,726	10,807,795
	Other statutory reserves	926,419	749,081
	Retained earnings	21,420,268	13,843,714
	Total equity	39,708,128	25,447,649
	Provisions		
	Deferred tax	4,818,741	3,058,634
	Total provisions	4,818,741	3,058,634
	Liabilities other than provisions		
7	Non-current liabilities other than provisions		
	Bank debt	0	212,921
	Other payables	3,862,492	4,871,619
		3,862,492	5,084,540
	Current liabilities other than provisions		
7	Short-term part of long-term liabilities other than provisions	1,395,000	0
	Bank debt	126,947	212,921
	Trade payables	6,646,277	2,363,318
	Payables to group enterprises	319,455	0
	Corporation tax payable	923,008	777,332
8	Other payables	3,442,981	2,394,269
	Deferred income	5,762,146	1,499,591
		18,615,814	7,247,431
	Total liabilities other than provisions	22,478,306	12,331,971
	TOTAL EQUITY AND LIABILITIES	67,005,175	40,838,254

- 1 Accounting policies
9 Contractual obligations and contingencies, etc.
10 Security and collateral

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Net revaluation reserve according to the equity method	Reserve for development costs	Other statutory reserves	Retained earnings	Total
Equity at 1 January 2023	47,059	0	10,807,795	749,081	13,843,714	25,447,649
Tax on items recognised directly in equity	0	0	-1,796,083	0	0	-1,796,083
Depreciation in the year	0	0	-6,963,262	0	0	-6,963,262
Transfer through appropriation of profit	0	138,656	15,127,276	177,338	7,576,554	23,019,824
Equity at 31 December 2023	<u>47,059</u>	<u>138,656</u>	<u>17,175,726</u>	<u>926,419</u>	<u>21,420,268</u>	<u>39,708,128</u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Unicontrol ApS for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year. There have been some reclassifications in the income statement.

Foreign currency translation

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

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

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the sale of goods for resale and finished goods is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

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

Raw materials and consumables

Raw materials and consumables include expenses relating to raw materials and consumables used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

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

Amortisation/ depreciation

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

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 years
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Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Fixtures and fittings, other plant and equipment 1-5 years

Profit/loss from investments in group entities

The income statement includes the proportional share of the underlying companies' profit or loss after elimination of internal profit/loss and after tax. In group entities, the full elimination of internal profit and loss is carried out without regard to ownership shares.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Intangible assets

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are identifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 5 years.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Investments in group entities

Equity investments in group entities are measured according to the equity method.

On initial recognition, equity investments in group entities are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deducted from the carrying amount.

Equity investments in group entities measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

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

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if 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 recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

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.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs. The reserve cannot be used to distribute dividend or cover losses. The reserve will be reduced or dissolved if the recognised development costs are amortised or are no longer part of the Company's operations by a transfer directly to the distributable reserves under equity.

Provisions

Provisions comprise anticipated expenses relating to warranty commitments, onerous contracts, restructurings, etc. Provisions are recognised when the Company has a legal or constructive obligation at the balance sheet date as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provisions are measured at net realisable value or at fair value if the obligation is expected to be settled far into the future.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. 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 is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	2023	2022
2 Staff costs		
Wages/ salaries	24,942,920	17,724,449
Pensions	2,478,774	1,665,267
Other social security costs	386,120	354,616
Other staff costs	1,729,330	1,345,021
	<u>29,537,144</u>	<u>21,089,353</u>
Average number of full-time employees	<u>41</u>	<u>29</u>
3 Tax for the year		
Estimated tax charge for the year	1,937,008	839,332
Deferred tax adjustments in the year	1,760,107	1,801,752
Tax adjustments, prior years	0	-43,659
	<u>3,697,115</u>	<u>2,597,425</u>
4 Intangible assets		
		Completed development projects
DKK		
Cost at 1 January 2023		19,689,035
Additions		<u>15,127,276</u>
Cost at 31 December 2023		34,816,311
Impairment losses and amortisation at 1 January 2023		5,832,888
Amortisation for the year		<u>6,963,262</u>
Impairment losses and amortisation at 31 December 2023		12,796,150
Carrying amount at 31 December 2023		<u>22,020,161</u>
Amortised over		<u>5 years</u>

Completed development projects

Completed development projects comprise of development cost for new technology and products. The recognition of the development projects has been made on the basis of sales forecast. Management expects significant growth and sales within few years.

Management has not identified any indication of impairment in relation to the carrying amount of the system.

Financial statements 1 January - 31 December

Notes to the financial statements

5 Property, plant and equipment

DKK	Fixtures and fittings, other plant and equipment	Leasehold improvements	Total
Cost at 1 January 2023	636,392	938,194	1,574,586
Additions	209,729	0	209,729
Cost at 31 December 2023	846,121	938,194	1,784,315
Impairment losses and depreciation at 1 January 2023	181,306	123,409	304,715
Depreciation	218,678	236,051	454,729
Impairment losses and depreciation at 31 December 2023	399,984	359,460	759,444
Carrying amount at 31 December 2023	446,137	578,734	1,024,871
Depreciated over	1-5 years		

Note 10 provides more details on security for loans, etc. as regards property, plant and equipment.

6 Investments

DKK	Investments in group enterprises	Deposits, investments	Total
Cost at 1 January 2023	65,400	175,524	240,924
Additions	0	13,261	13,261
Cost at 31 December 2023	65,400	188,785	254,185
Value adjustments at 1 January 2023	52,227	0	52,227
Profit/loss for the year	86,429	0	86,429
Value adjustments at 31 December 2023	138,656	0	138,656
Carrying amount at 31 December 2023	204,056	188,785	392,841

Group entities

Name	Domicile	Interest
Unicontrol Inc.	Delaware, USA	100.00%

7 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 0 falls due for payment after more than 5 years after the balance sheet date.

Financial statements 1 January - 31 December

Notes to the financial statements

7 Non-current liabilities other than provisions (continued)

DKK	Total debt at 31/12 2023	Short-term portion	Long-term portion	Outstanding debt after 5 years
Other payables	5,257,492	1,395,000	3,862,492	0
	<u>5,257,492</u>	<u>1,395,000</u>	<u>3,862,492</u>	<u>0</u>

8 Other payables

Other debt consists of VAT due as well as salary-related debt.

9 Contractual obligations and contingencies, etc.

Other financial obligations

Rent and lease liabilities includes obligations totalling DKK 1,855 thousand in interminable rent and lease agreements with remaining contract terms of 30-35 months.

The company is involved in a pending case. The outcome of the case is still unresolved on the balance sheet date, however, it is the management's assessment that the outcome will be positive for the company.

10 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.

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"By my signature I confirm all dates and content in this document."

Niels Bjerregaard

Executive Board

On behalf of: Unicontrol ApS

Serial number: 04ebb6de-c26a-4fb4-903c-c2e4f76625c6

IP: 93.178.xxx.xxx

2024-02-22 07:55:56 UTC



Ehsanullah Ekhlas

Executive Board

On behalf of: Unicontrol ApS

Serial number: 3b628455-a5c0-4de0-b226-48fc1f946386

IP: 93.178.xxx.xxx

2024-02-22 07:58:19 UTC



Ehsanullah Ekhlas

Board of Directors

On behalf of: Unicontrol ApS

Serial number: 3b628455-a5c0-4de0-b226-48fc1f946386

IP: 93.178.xxx.xxx

2024-02-22 07:58:19 UTC



Lasse Kieffer

Board of Directors

On behalf of: Unicontrol ApS

Serial number: 98f014c6-63e1-4829-b9eb-de18c7a09558

IP: 87.58.xxx.xxx

2024-02-22 08:30:54 UTC



Thomas Visti Jensen

Chair of the meeting

On behalf of: Unicontrol ApS

Serial number: tv@vistiunlimited.com

IP: 80.208.xxx.xxx

2024-02-22 09:27:22 UTC



Thomas Visti Jensen

Chairman

On behalf of: Unicontrol ApS

Serial number: tv@vistiunlimited.com

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"By my signature I confirm all dates and content in this document."

Kasper Hartvig Andersen

Board of Directors

On behalf of: Unicontrol ApS

Serial number: 4aeb93ba-af60-453b-9232-6b61cec4e92c

IP: 93.178.xxx.xxx

2024-02-23 07:38:49 UTC



Louise Egebæk Greve

EY Godkendt Revisionspartnerselskab CVR: 30700228

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

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