

ANNUAL REPORT

1 MAY 2019 - 30 APRIL 2020

TECSYS DENMARK HOLDING APS

c/o TECSYS A/S Stationsparken 25 st

2600 Glostrup

CENTRAL BUSINESS REGISTRATION no. 40 21 43 13

Adopted at the Company's
Annual General Meeting,
on 23/6 2020



The Chairman

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Case no. 950053

Is/kem

Company

TECSYS Denmark Holding ApS
c/o TECSYS A/S Stationsparken 25 st
2600 Glostrup

Central Business Registration no. 40 21 43 13

Registered in: Glostrup

Board of Executives

Mark Thomas Hawksley

Mark Joseph Bentler

Klaus Juhl

Company auditors

inforevision
statsautoriseret revisionsaktieselskab
Buddingevej 312
2860 Søborg
Central business registration no. 19263096

Kenny Madsen, State Authorized Public Accountant
Lasse Sværke, State Authorized Public Accountant

Primary activities

The Company's primary activity is to conduct business within trade and industry and related companies either directly or indirectly through subsidiaries.

Development in the Company's activities and finances

The Company's financial performance in the financial year amounted to a loss of DKK 616.658. The result is as expected.

Events after the end of financial year

After the end of the financial year, the Company's subsidiary TECSYS A/S declared a DKK 12 million dividend to TECSYS Denmark Holding ApS.

Besides this, no significant events have occurred after the end of the financial year, which may affect the assessment of the company's financial position per 30th April 2020.

The Board of Executives have today discussed and approved the annual report for the financial year 1 May 2019 - 30 April 2020 of TECSYS Denmark Holding ApS.

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

In our opinion the financial statements give a true and fair view of the Company's financial position at 30 April 2020 and of the result of the Company's operation for the financial year 1 May 2019 - 30 April 2020.

In our opinion the management's review includes a fair review about the matters the review deals with.

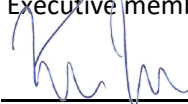
We recommend that the Annual Report be approved at the annual general meeting.

Glostrup, 23rd June 2020

Board of Executives



Mark Thomas Hawksley
Executive member



Klaus Juhl
Executive member



Mark Joseph Bentler
Executive member

To the shareholder of TECSYS Denmark Holding ApS

Opinion

We have audited the financial statements of TECSYS Denmark Holding ApS for the financial year 1 May 2019 to 30 April 2020, which comprise the accounting policies applied, the income statement, the balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance under the Danish Financial Statements Act.

In our opinion the financial statement give a true and fair view of the Company's financial position at 30 April 2020, and of the result of the Company's operations for the financial year 1 May 2019 to 30 April 2020 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control 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 responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of Financial Statements.

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 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.

* Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

* Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

* Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the Management's review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

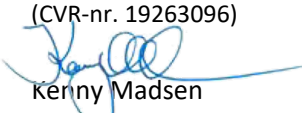
In connection with our audit of the Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially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

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

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

Søborg, 23rd June 2020

inforevision
statsautoriseret revisionsaktieselskab
(CVR-nr. 19263096)


Kenny Madsen
State Authorized Public Accountant
mne33718


Lasse Sværke
State Authorized Public Accountant
mne34318

The annual report has been prepared in accordance with Danish financial statements legislation as well as generally accepted accounting principles.

The annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with certain provisions for reporting class C.

The accounting policies have not been changed from last year.

RECOGNITION AND MEASUREMENT

The financial statements have been prepared based on historical cost.

The income is recognised in the income statement as earned. Further to this, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Furthermore, all costs incurred to earn the profit or loss for year have been recognised in the income statement, including amortisation, depreciation, write-down and provisions as well as reversals as a consequence of changed accounting estimates of amounts previously recognised in the income statement.

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

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

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

Certain financial assets and liabilities are measured at amortised cost, by which a constant redemption yield is recognised over the term. Amortised cost is calculated as original cost less instalments and addition/deduction of the accumulated amortisation of the difference between cost and the nominal amount. Thereby, capital and exchange losses or gains are allocated over the term.

On recognition and measurement, anticipated losses and risks that appear before presentation of the annual report and which confirm or invalidate affairs or conditions existing at the balance sheet date are considered.

The functional currency is Danish kroner, DKK. All other currencies are considered foreign currencies.

FOREIGN CURRENCY TRANSLATION

During the year, transactions in foreign currencies have been translated applying the exchange rate at the transaction date. If currency positions are considered hedge of future cash flows, the value adjustments are recognised directly in equity.

Receivables and debt denominated in foreign currencies have been recognised at the exchange rate of the balance sheet date.

Realised and unrealised exchange gains and losses have been recognised in the income statement under other financial income and expenses.

INCOME STATEMENT

The income statement has been classified by nature.

External expenses

External expenses comprise of administrative expenses.

Income from investments in group enterprises

Income from investments in group enterprises comprises the dividends received for the year.

Other financial income and other financial expenses

Financial expenses is recognised with amounts concerning the financial year. Financial items comprise interest.

Tax on profit or loss for the year

Tax on profit or loss for the year represents 22% of the book profit or loss adjusted for non-taxable and non-deductible items.

Tax on profit or loss for the year consists of the anticipated tax portion of the taxable income for the year adjusted for the changes for the year in deferred tax. Changes in deferred taxes due to adjustments of tax rates is recognised in the income statement.

The Company is jointly taxed with other Danish group enterprises with TECSYS Denmark Holding ApS as management company. The tax effect of the joint taxation is allocated among the group enterprises in ratio to their taxable income according to the rules on full allocation with a refund for tax losses of the Danish Corporation Tax Act.

Corporation tax relating to the financial year which has not been settled at the balance sheet date is to be classified as corporation tax in receivables or liabilities other than provisions.

Joint tax contributions between the jointly taxed companies which have not been settled at the balance sheet date are classified as joint tax contributions in receivables or liabilities.

The Company is subject to the Danish Tax Prepayment Scheme. Interest reimbursement and interest surcharge have been recognised in financial income and expenses.

BALANCE SHEET

The balance sheet has been presented in account form.

ASSETS**Investments in group enterprises**

Investments in group enterprises have been measured at cost.

In the event, the cost exceeds the recoverable amount, a write-down is made to this lower value. Indications of impairment exists for example when dividends exceeds the accumulated earnings since the acquisition or when the cost exceeds the net asset value of the companies. Recoverable amount used is the highest value of the expected net sales price and capital value. Capital value is determined as the present value of the expected net cash flow from the possession of the individual investments. Impairment is recognized in the income statement as impairment of financial assets.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by write-down for bad debt according to an individual assessment.

EQUITY AND LIABILITIES**Equity**

Management's proposed dividends for the financial year is disclosed as a separate item in equity.

Provision for deferred tax

Deferred tax is measured according to the liability method. Provision has been made for deferred tax by 22 % on all temporary differences between carrying amount and tax-based value of assets and liabilities.

Deferred tax is also measured with respect of the planned use of the asset and the settlement of the liability. The tax value of the tax losses to be carried forward are included in the calculation of deferred taxes if it is probable that the losses can be used.

Deferred tax assets which are not expected utilised within a few years have been disclosed in notes under contingent assets.

Financial liabilities

Other liabilities other than provisions have been measured at amortised cost which corresponds to nominal value.

Consolidated financial statements

In accordance with the Danish Financial Statements Act §110, consolidated financial statements have not been prepared.

<u>Note</u>	<u>2019/20</u>	<u>3 months 2019</u>
Other external expenses	-50.762	-24.885
OPERATING PROFIT/LOSS	-50.762	-24.885
1 Income from investments in group enterprises	1.116.072	0
2 Other financial expenses	-2.170.687	-539.145
PROFIT/LOSS BEFORE TAX	-1.105.377	-564.030
3 Tax on profit/loss for the year	488.719	124.087
PROFIT/LOSS FOR THE YEAR	<u>-616.658</u>	<u>-439.943</u>

DISTRIBUTION ON PROFIT/LOSS

Proposed dividends for the financial year	7.700.000	0
Retained earnings	-8.316.658	-439.943
PROFIT/LOSS FOR THE YEAR	<u>-8.316.658</u>	<u>-439.943</u>

<u>Note</u>	<u>30/4 2020</u>	<u>30/4 2019</u>
4 Investments in group enterprises	<u>68.861.241</u>	<u>68.861.241</u>
FIXED ASSET INVESTMENTS	<u>68.861.241</u>	<u>68.861.241</u>
FIXED ASSETS	<u>68.861.241</u>	<u>68.861.241</u>
Other receivables	200	0
3 Joint tax contribution receivables	<u>3.217.831</u>	<u>243.077</u>
RECEIVABLES	<u>3.218.031</u>	<u>243.077</u>
CASH	<u>101.680</u>	<u>49.471</u>
CURRENT ASSETS	<u>3.319.711</u>	<u>292.548</u>
TOTAL ASSETS	<u><u>72.180.952</u></u>	<u><u>69.153.789</u></u>

<u>Note</u>	<u>30/4 2020</u>	<u>30/4 2019</u>
Share capital	115.000	100.000
Retained earnings	4.543.768	10.308.960
Proposed dividends for the financial year	<u>7.700.000</u>	<u>0</u>
EQUITY	<u>12.358.768</u>	<u>10.408.960</u>
Payables to group enterprises	55.406.661	46.797.357
3 Corporate taxes	1.067.035	0
Other payables	<u>0</u>	<u>3.000.000</u>
5 LONG-TERM LIABILITIES OTHER THAN PROVISIONS	<u>56.473.696</u>	<u>49.797.357</u>
5 Current portion of long-term liabilities other than provisions	3.000.000	3.000.000
Trade payables	24.376	24.375
Payables to group enterprises	0	781.199
3 Corporate taxes	118.990	118.990
Other payables	<u>205.122</u>	<u>5.022.908</u>
SHORT-TERM LIABILITIES OTHER THAN PROVISIONS	<u>3.348.488</u>	<u>8.947.472</u>
LIABILITIES OTHER THAN PROVISIONS	<u>59.822.184</u>	<u>58.744.829</u>
TOTAL EQUITY AND LIABILITIES	<u><u>72.180.952</u></u>	<u><u>69.153.789</u></u>

STATEMENT OF CHANGES IN EQUITY

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	<u>Share capital</u>	<u>Retained earnings</u>	<u>Proposed dividends</u>	<u>TOTAL</u>
Equity at 29/1 2019	50.000	0	0	50.000
Capital increase at 1/2 2019	50.000	10.748.903	0	10.798.903
Transferred from distribution of profit/loss	<u>0</u>	<u>-439.943</u>	<u>0</u>	<u>-439.943</u>
Equity at 1/5 2019	100.000	10.308.960	0	10.408.960
Capital increases	15.000	2.551.466	0	2.566.466
Transferred from distribution of profit/loss	<u>0</u>	<u>-8.316.658</u>	<u>7.700.000</u>	<u>-616.658</u>
Equity at 30/4 2020	<u><u>115.000</u></u>	<u><u>4.543.768</u></u>	<u><u>7.700.000</u></u>	<u><u>12.358.768</u></u>

1	Income from investments in group enterprises	2019/20	2019
	Dividends from subsidiary assets	2.000.000	0
	Subsequent adjustment of earnout	<u>-883.928</u>	<u>0</u>
	TOTAL	<u>1.116.072</u>	<u>0</u>

2	Other financial expenses	2019/20	2019
	Interest expenses to group enterprises	1.921.579	476.948
	Other financial expenses	<u>249.108</u>	<u>62.197</u>
	TOTAL	<u>2.170.687</u>	<u>539.145</u>

3	Corporation tax and deferred tax			2019
	Income taxes	Deferred tax	Acc. to the inc. statement	
Payable at 1/5 2019	118.990	0	0	0
Joint tax contribution	2.974.754	0	0	0
Prepaid tax	-1.419.000	0	0	0
Tax on profit/loss for the year	<u>-488.719</u>	<u>0</u>	<u>-488.719</u>	<u>-124.087</u>
PAYABLE AT 30/4 2020	<u>1.186.025</u>	<u>0</u>		
TAX ON PROFIT/LOSS FOR THE YEAR			<u>-488.719</u>	<u>-124.087</u>

4 Investments in group enterprises

	<u>Group enterprises</u>
Cost at 1/5 2019	68.861.241
Additions for the year	0
Disposals for the year	<u>0</u>
COST AT 30/4 2020	<u>68.861.241</u>
Impairment losses at 1/5 2019	<u>0</u>
REVALUATION AT 30/4 2020	<u>0</u>
CARRYING AMOUNT AT 30/4 2020	<u><u>68.861.241</u></u>

Investments in group enterprises comprise:

	<u>Registered in</u>	<u>Corporate form</u>	<u>Equity interest %</u>
TECSYS A/S	Denmark	A/S	100,00

5 Long-term liabilities other than provisions

	<u>30/4 2020</u>	<u>30/4 2019</u>
<u>Total debt:</u>		
Payables to group enterprises	53.008.134	46.797.357
Other payables	<u>3.000.000</u>	<u>6.000.000</u>
TOTAL	<u><u>56.008.134</u></u>	<u><u>52.797.357</u></u>
 <u>Instalments next financial year:</u>		
Payables to group enterprises	0	0
Other payables	<u>3.000.000</u>	<u>3.000.000</u>
TOTAL	<u><u>3.000.000</u></u>	<u><u>3.000.000</u></u>
 <u>Debt outstanding after 5 years:</u>		
Payables to group enterprises	53.008.134	46.797.357
Other payables	<u>0</u>	<u>0</u>
TOTAL	<u><u>53.008.134</u></u>	<u><u>46.797.357</u></u>

6 Contingent liabilities

The company is jointly taxed with other group companies and is jointly liable with the other group companies for payable and unsettled corporation and withholding taxes. The total amount for payable corporate tax is shown in the annual report for TECSYS Denmark Holding ApS. Any subsequent corrections to the corporate tax and withholding taxes can lead to a higher liability for the Company.

7 Assets charged and security

100% of the Company's shares in TECSYS A/S have been pledged with first priority in favour of National Bank of Canada.