

Offset Holding ApS

Blågårds Plads 4
2200 København N
Denmark

CVR no. 40 43 27 01

Annual report 2021

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

27 June 2022

Oskar Dahl Hansen

Chairman of the annual general meeting

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Offset Holding ApS for the financial year 1 January – 31 December 2021.

The annual report, which has not been audited, is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

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.

København, 27 June 2022
Executive Board:

Oliver Whimster Martinsen

Oskar Dahl Hansen

Board of Directors:

Philip Parslov
Chairman

Morten Apuschkin Lund
Petersen

Oliver Whimster Martinsen

Jeppe Schytte-Hansen

Oskar Dahl Hansen

Management confirms that the Company fulfils the requirements to be exempt of audit.

Auditor's report on the compilation of financial statements

To the Management of Offset Holding ApS

We have compiled the financial statements of Offset Holding ApS for the financial year 1 January – 31 December 2021 based on the Company's bookkeeping records and other information provided by you.

The financial statements comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies.

We performed our work in accordance with ISRS 4410 *Compilation Engagements*.

We have applied our professional expertise in accounting and financial reporting to assist you in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied relevant provisions of the Auditor Act, including the requirements for independence, and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code), which is based on fundamental principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion as to whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

København, 27 June 2022

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised
Public Accountant
mne34283

Offset Holding ApS
Annual report 2021
CVR no. 40 43 27 01

Management's review

Company details

Offset Holding ApS
Blågårds Plads 4
2200 København N
Denmark

CVR no.:	40 43 27 01
Established:	4 April 2019
Registered office:	København
Financial year:	1 January – 31 December

Board of Directors

Philip Parslov, Chairman
Morten Apuschkin Lund Petersen
Oliver Whimster Martinsen
Jeppe Schytte-Hansen
Oskar Dahl Hansen

Executive Board

Oliver Whimster Martinsen
Oskar Dahl Hansen

Management's review

Operating review

Principal activities

The Company's main activity is to lease intellectual properties to others.

Development in activities and financial position

The Company's income statement for 2021 shows a loss of DKK -1,198,403 as against DKK -230,638 in 2020. Equity in the Company's balance sheet at 31 December 2021 stood at DKK 151,617 as against DKK 847,020 at 31 December 2020.

Events after the balance sheet date

No events have occurred after the balance sheet date which could significantly affect the Company's financial position.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2021	2020
Gross loss		-20,082	-2,500
Income/loss from equity investments in group entities		-1,171,871	-228,397
Other financial expenses		-14,222	0
Loss before tax		-1,206,175	-230,897
Tax on loss for the year		7,772	259
Loss for the year		-1,198,403	-230,638
Proposed distribution of loss			
Reserve for net revaluation under equity method		0	-36,290
Retained earnings		-1,198,403	-194,348
		-1,198,403	-230,638

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2021	31/12 2020
ASSETS			
Fixed assets			
Investments	3		
Equity investments in group entities		<u>0</u>	<u>0</u>
Current assets			
Receivables			
Receivables from group entities		2,700,345	963,869
Other receivables		3,000	0
Deferred tax asset		7,772	259
Corporation tax		<u>19,124</u>	<u>0</u>
		<u>2,730,241</u>	<u>964,128</u>
Total current assets		<u>2,730,241</u>	<u>964,128</u>
TOTAL ASSETS		<u><u>2,730,241</u></u>	<u><u>964,128</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2021	31/12 2020
EQUITY AND LIABILITIES			
Equity			
Contributed capital		44,433	40,000
Retained earnings		107,184	807,020
Total equity		<u>151,617</u>	<u>847,020</u>
Provisions			
Provisions for equity investments in group entities		1,283,978	112,107
Total provisions		<u>1,283,978</u>	<u>112,107</u>
Liabilities other than provisions			
Non-current liabilities other than provisions			
Convertible and profit-sharing debt instruments		1,287,294	0
Current liabilities other than provisions			
Trade payables		2,500	5,000
Other payables		4,851	0
Payables to shareholders		1	1
		<u>7,352</u>	<u>5,001</u>
Total liabilities other than provisions		<u>1,294,646</u>	<u>5,001</u>
TOTAL EQUITY AND LIABILITIES		<u><u>2,730,241</u></u>	<u><u>964,128</u></u>

Financial statements 1 January – 31 December

Statement of changes in equity

DKK	Contributed capital	Retained earnings	Total
Equity at 1 January 2021	40,000	807,020	847,020
Cash capital increase	4,433	498,567	503,000
Transferred over the distribution of loss	0	-1,198,403	-1,198,403
Equity at 31 December 2021	44,433	107,184	151,617

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Offset Holding ApS for 2021 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

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

Omission of consolidated financial statements

Pursuant to section 110(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Income statement

Gross loss

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

Other external costs

Other external costs comprise costs related to administration.

Income/loss from equity investments in group entities

The proportionate share of the individual subsidiaries' profit/loss after tax is recognised in the Parent Company's income statement after full elimination of intra-group gains/losses and amortisation of goodwill.

Financial expenses

Financial expenses comprise interest expense.

Tax on loss for the year

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

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

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

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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

Balance sheet

Investments

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

Equity investments in group entities are measured at the proportionate share of the entities' net asset value calculated in accordance with the parent company's accounting policies plus or minus unrealized intra-group gains or losses plus or minus the residual value of positive and negative goodwill calculated in accordance with the acquisition method.

Equity investments in group entities with negative net asset values are measured at DKK 0, and any receivables from these entities are written down by the Parent Company's share of the negative net asset value. To the extent that the negative balance exceeds the receivable, the residual amount is recognized as provisions.

Net revaluation of equity investments in group entities is transferred to the reserve for net revaluation according to the equity method in equity to the extent that the carrying amount exceeds cost.

Impairment of fixed assets

The carrying amount of equity investments in group entities is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

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

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

Receivables

Receivables are measured at amortised cost.

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

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast 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.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Corporation tax and deferred tax

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

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

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

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

Equity

Net revaluation reserve according to the equity method

Net revaluation reserve according to the equity method comprises net revaluation of equity investments in group entities in proportion to cost.

Liabilities other than provisions

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

Other liabilities are measured at amortised cost.

Financial statements 1 January – 31 December

Notes

DKK	2021	2020
2 Average number of full-time employees		
Average number of full-time employees	0	0
3 Investments		
DKK		Equity investments in group entities
Cost at 1 January 2021		80,000
Net effect from merger and acquisition		-30,000
Cost at 31 December 2021		50,000
Revaluations at 1 January 2021		-80,000
Disposals for the year		30,000
Revaluations 31 December 2021		-50,000
Carrying amount at 31 December 2021		0
	Registered office	Voting rights and ownership interest
Name		
Climaider ApS	København	100%

4 Contractual obligations, contingencies, etc.

Contingent liabilities

The Company participates in a Danish joint taxation arrangement with Climaider ApS, where Offset Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.