

Crowe Statsautoriseret Revisionsinteressentskab v.m.b.a.

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Presto Engineering Denmark ApS

Venlighedsvej 4 2970 Hørsholm

CVR no. 40 79 62 58

Annual report for the period 1 January to 31 December 2022

(3rd Financial year)

Adopted at the annual general meeting on 23 May 2023

Cedric Joseph Louis Mayor chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of Presto Engineering Denmark ApS for the financial year 1 January - 31 December 2022.

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

In my opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

In my opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Hellerup, 1 May 2023

Executive board

Cedric Joseph Louis Mayor

Independent auditor's report

To the shareholder of Presto Engineering Denmark ApS Opinion

We have audited the financial statements of Presto Engineering Denmark ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022 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 and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the 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 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 these 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 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.
- 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 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.

Independent auditor's report

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 Statements Act. We did not identify any material misstatement of management's review.

Hellerup, 1 May 2023 CVR no. 33 25 68 76

Søren Jonassen State Authorized Public Accountant MNE no. mne18488

Company details

The company Presto Engineering Denmark ApS

Venlighedsvej 4 2970 Hørsholm

CVR no.: 40 79 62 58

Reporting period: 1 January - 31 December 2022

Incorporated: 17 September 2019

Domicile: Hørsholm

Executive board Cedric Joseph Louis Mayor

Auditors Crowe

Statsautoriseret Revisionsinteressentskab v.m.b.a.

Rygårds Allé 104 2900 Hellerup

Consolidated financial statements

The company is reflected in the group report for the parent company

The group report of can be obtained at the following address:

Presto Engineering Group SAS 5 Esplanade Anton Philips 14460 Colombelles, Normandy

France

Financial highlights

Seen over a 3-year period, the development of the Company may be described by means of the following financial highlights:

	2022	2021	2020
	TDKK	TDKK	TDKK
Key figures			
Gross profit/loss	47.906	35.696	33.092
Profit/loss before net financials	-2.961	-14.505	-13.711
Net financials	-5.460	-6.561	-6.611
Profit/loss for the year	-8.421	-21.035	-15.853
Balance sheet total	134.784	137.700	135.271
Investment in property, plant and equipment	2.570	135	25.711
Equity	30.561	31.129	17.802
Number of employees	47	49	48
Financial ratios			
Return on assets	-2,2%	-10,6%	-20,3%
Solvency ratio	22,7%	22,6%	13,2%
Return on equity	-27,3%	-86,0%	-178,1%

The financial ratios are calculated in accordance with the Danish Finance Society's recommendations and guidelines. For definitions, see the summary of significant accounting policies.

Management's review

Business review

The company activities consist of development and production of innovative semiconductor solutions for end markets as well as other companies in microelectronics sector. Our main market is Europe where we also have the biggest footprint.

Recognition and measurement uncertainties

The recognition and measurement of items in the annual report is not associated with any uncertainty.

Financial review

The company's income statement for the year ended 31 December 2022 shows a loss of DKK 8.420.807, and the balance sheet at 31 December 2022 shows equity of DKK 30.561.025.

Significant events occurring after the end of the financial year

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

Expected development of the company, including specific prerequisites and uncertainties

The company will continue to focus on the full range of services provided in the microelectronics field. Special focus and expected growth will come from our ASIC total solutions area, where we based on a customer specification offer a turnkey solution, with everything from ASIC development to ongoing delivery of components to the customers production unit. (ASIC Application Specific Integrated Circuit).

The company's knowledge resources if of particular importance to its future earnings

Most essential resources for our business and future earnings are our ASIC, test, and packaging engineers. We benefit from our worldwide locations both in US, Europe, and the Far East. Thus, we can attract new talented engineers from a very large area. Furthermore, access to wafer and packaging technology from different suppliers mainly in the Far East is vital to secure our future earnings.

Impact on the external environment and measures taken to prevent, reduce or mitigate damage

In 2022, we benefited from dual source for packaging and assembly subcontracting done in 2021. This enabled us to resume our operations close to fully in the second half of 2022 and increase the safety of our supply chain. From end 2021, we observe that the tension in the semiconductors supply chain is more and more moving upstream to the wafers fab level and it is still a challenge in 2022. We continued initiated take or pay discussions with some subcontractors (assembly).

Research and development activities in or for the company

The company has proprietary IP which can be used for various customer projects. Based on market input, the company will focus on continuous development of new IPs. This will enable us to secure future growth for our ASIC solutions, where we based on our different IP blocks, can offer attractive ASIC total solutions to our customers.

Management's review

Profit/(loss) for the year relative to the expectations most recently expressed

The revenues for ASIC total solutions area in 2022 were under expected growth. In 2023 there will continue to be a special focus on growth from our ASIC total solutions area, where we based on a customer specification offer a turnkey solution, with everything from ASIC development to ongoing delivery of components to the customers production unit. The company expects that this full offer (from ASIC design to testing and delivery of dies) will further fuel customers interest and demand.

The annual report of Presto Engineering Denmark ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied are consistent with those of last year.

The annual report for 2022 is presented in DKK.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

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

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

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Income from the sale of finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, realised and unrealised exchange gains and losses, liabilities and foreign currency transactions, and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet Intangible assets

Goodwill

Acquired goodwill is measured at cost less accumulated amortisation and impairment losses.

Goodwill is amortised over the expected economic life of the asset, measured by reference to management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is seven years. The amortisation period is based on the assessment that the entities in question are strategically acquired entities with a strong market position and a long-term earnings profile.

Development projects and software

Development costs comprise costs, wages/salaries and amortisation losses that are directly and indirectly attributable to the company's development activities.

Developments projects recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

Following the completion of the development work, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 3-5 years.

Software is measured at cost less accumulated amortisation and impairment losses. Software is amortised on a straigt-line basis over the estimated useful life. The amortisation period is usually 5 years.

Tangible assets

Items of other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

Useful life

Other plant, operating equipment and fixtures 2-10 years

The useful life and residual value are re-assessed annually. A change is accounted for as an accounting estimate, and the impact on amortisation/depreciation is recognised going forward.

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale. Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

Impairment of non-current assets

The carrying amount of intangible assets and tangible assets are tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

Where there is evidence of impairment, an impairment test is performed for each individual asset or group of assets. Write-down is made to the lower of the recoverable amount and the carrying amount.

The recoverable amount is the higher of the net present value and the value in use less expected costs to sell. The net present value is determined as the present value of the anticipated net cash flows from the use of the asset or group of assets and the anticipated net cash flows from the disposal of the asset or group of assets after the end of their useful life.

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

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

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct cost of labour and production overheads.

Production overheads include the indirect cost of materials, wages and salaries as well as maintenance and depreciation of production machinery and equipment and expenses relating to plant administration and management. Borrowing costs are not recognised in the cost.

The net realisable value of stocks is calculated as the expected selling price less direct costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

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 is impaired, an impairment loss for that individual asset is recognised.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Equity

Reserve for development costs

An amount corresponding to capitalised development costs is recognised in the reserve. The reserve is reduced as development costs are amortised.

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Deferred income

Deferred income recognised under 'Current liabilities' comprises payments received concerning income in subsequent financial years.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at 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 rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

Fixed assets acquired in foreign currencies are translated at the exchange rate at the transaction date.

Cash flow statement

No cash flow statement has been prepared for the parent company, as the parent company's cash flows are included in the consolidated cash flow statement, see section 86(4) of the Danish Financial Statements Act.

Financial Highlights

Definitions of financial ratios.	
D.	Profit/loss before financials x 100
Return on assets	Total assets
Q 1	Equity at year end x 100
Solvency ratio	Total assets
	Net profit for the year x 100
Return on equity	Average equity

Income statement 1 January 2022 - 31 December 2022

	Note	2022	2021
		DKK	TDKK
Gross profit		47.906.263	35.696
Staff costs	2	-36.149.396	-35.205
Profit/loss before amortisation/depreciation and impairment losses		11.756.867	491
Depreciation, amortisation and impairment of intangible assets an tangible assets	d	-14.718.036	-14.996
Profit/loss before net financials		-2.961.169	-14.505
Financial income Financial costs	3	53.615 -5.513.253	245 -6.806
Profit/loss before tax		-8.420.807	-21.066
Tax on profit/loss for the year	4	0	31
Profit/loss for the year		-8.420.807	-21.035
Distribution of profit	5		

Balance sheet at 31 December 2022

	Note	2022	2021
		DKK	TDKK
Assets			
Goodwill		36.268.876	45.151
Development projects in progress		0	2.802
Completed development projects		3.026.532	282
Software		909.248	1.078
Intangible assets	6	40.204.656	49.313
Other fixtures and fittings, tools and equipment	7	12.333.750	14.958
Tangible assets		12.333.750	14.958
Total non-current assets		52.538.406	64.271
Raw materials and consumables		12.015.893	15.001
Work in progress		7.385.191	5.497
Finished goods and goods for resale		2.209.357	0
Prepayments for goods		856.149	1.027
Stocks		22.466.590	21.525
Trade receivables		38.442.125	22.263
Other receivables	8	4.037.507	3.786
Deferred tax asset	9	4.500.000	4.500
Prepayments	10	2.624.772	2.215
Receivables		49.604.404	32.764
Cash at bank and in hand		10.174.478	19.140
Total current assets		82.245.472	73.429
Total assets		134.783.878	137.700

Balance sheet at 31 December 2022

	Note	2022	2021
		DKK	TDKK
Equity and liabilities			
Share capital		40.077	40
Reserve for development expenditure		2.360.695	2.405
Retained earnings		28.160.253	28.684
Equity		30.561.025	31.129
Payables to group enterprises		35.473.700	43.326
Other payables		3.717.248	6.154
Total non-current liabilities	11	39.190.948	49.480
Other credit institutions		7.658.180	7.110
Prepayments received from customers		7.926.270	3.113
Trade payables		11.349.900	19.376
Payables to group enterprises		29.082.254	14.891
Other payables		4.548.805	9.070
Deferred income	12	4.466.496	3.531
Total current liabilities		65.031.905	57.091
Total liabilities		104.222.853	106.571
Total equity and liabilities		134.783.878	137.700
Special items	1		
Contingent liabilities	13		
Mortgages and collateral	14		
Related parties and ownership structure	15		

Statement of changes in equity

	Share capital	Reserve for development expenditure	Retained earnings	Total
Equity at 1 January 2022	40.077	2.405.460	28.683.995	31.129.532
Net profit/loss for the year	0	-44.765	-8.376.042	-8.420.807
Constribution from group	0	0	7.852.300	7.852.300
Equity at 31 December 2022	40.077	2.360.695	28.160.253	30.561.025

1 Special items

The company has in 2022 made a write-down on obsolote goods of DKK 1,877 thousand due to errors in manufacturing.

		2022	2021
		DKK	TDKK
2	Staff costs		
	Wages and salaries	34.738.911	34.102
	Pensions	788.239	574
	Other social security costs	622.246	529
		36.149.396	35.205
	Average number of employees	47	49
3	Financial costs		
	Interest paid to group enterprise	4.321.519	6.367
	Other financial costs	1.191.734	439
	Other interior costs		
		<u>5.513.253</u>	6.806
4	Tax on profit/loss for the year		
•	Deferred tax for the year	0	-31
	Deferred tax for the year		
		0	-31

		2022	2021
		DKK	TDKK
5	Distribution of profit		
	Transferred to reserve for development expenditure	-44.765	868
	Retained earnings	-8.376.042	-21.903
		-8.420.807	-21.035

6 Intangible assets

		Development projects in	Completed development	
	Goodwill	progress	projects	Software
Cost at 1 January 2022	62.454.423	2.802.312	432.669	1.423.680
Additions for the year	0	272.942	0	142.645
Transfers for the year	0	-3.075.254	3.075.254	0
Cost at 31 December 2022	62.454.423	0	3.507.923	1.566.325
Impairment losses and amortisation at 1 January 2022	17.303.374	0	151.058	345.251
Depreciation for the year	8.882.173	0	330.333	311.826
Impairment losses and amortisation at 31 December 2022	26.107.717		404.004	
2022	26.185.547	0	481.391	657.077
Carrying amount at 31				
December 2022	36.268.876	0	3.026.532	909.248

Special assumptions regarding development projects

Completed development projects consist of self-developed software. The company develops the software as they can produce them cheaper than can be purchased from external vendors. The software were finished and taken into use in 2020, 2021 and 2022. Completed development projects are depreciated over 3-5 years.

The machines are an integral part of the company's production and contribute to the company's contribution margin.

Management has high expectations for the use of prototypes and has not identified indications of impairment related to the booked value.

7 Tangible assets

	Other fixtures and fittings, tools and equipment
Cost at 1 January 2022	25.845.472
Additions for the year	2.570.029
Cost at 31 December 2022	28.415.501
Impairment losses and depreciation at 1 January 2022	10.888.047
Depreciation for the year	5.193.704
Impairment losses and depreciation at 31 December 2022	16.081.751
Carrying amount at 31 December 2022	12.333.750

8 Other receivables

Out of other receivables, TDKK 3,402 are due in over 1 year.

9

Provision for deferred tax		Z021 TDKK
Provisions for deferred tax on:		
Intangible assets	993.611	1.035
Property, plant and equipment	-96.909	109
Inventories	577.450	487
Tax loss carry-forward	-12.423.093	-6.131
Transferred to deferred tax asset	10.948.941	4.500
Deferred tax asset	,	
Calculated tax asset	10.948.941	4.500
Write down to assessed value	-6.448.941	0
Carrying amount	4.500.000	4.500
The expected due dates of deferred tax:		
Within one year	1.760.000	2.000
Between 1 and 5 years	2.740.000	2.500
Over 5 years	0	0
Deferred tax at 31 December 2022	4.500.000	4.500

10 Prepayments

Prepayments comprise of prepaid expenses regarding rent, insurance premiums, subscriptions and interest.

11 Long term debt

		Debt		
	Debt	at 31		Debt
	at 1 January	December	Instalment	outstanding
	2022	2022	next year	after 5 years
Payables to group enterprises	43.326.000	35.473.700	0	0
Other payables	6.154.236	3.717.248	0	3.717.248
	49.480.236	39.190.948	0	3.717.248

12 Deferred income

Deferred income consists of payments received in respect of income in subsequent financial years as well as fair value adjustments of derivative financial instruments with a negative fair value.

13 Contingent liabilities

The company has entered into lease agreements, which result in a contingent liability of DKK 7,422 thousand.

14 Mortgages and collateral

The company has a factoring agreement, which allows the Company to assign certain trade accounts receivable to the bank in exchange for cash. The trade receivables of DKK 38,442 thousand have been pledged to the bank. Debt to other credit institutions is in total DKK 7,658 thousand at 31 December 2022.

15 Related parties and ownership structure

Controlling interest

The company is controlled by: Presto Engineering Group SAS 5 Esplanade Anton Philips 14460 Colombelles, Normandy France

Other related parties

Group entities:

Presto Engineering Europe SAS
Presto Engineering HVM SAS
Presto Engineering Group UK Ltd.
Presto Engineering Inc.

Transactions

Presto Engineering Denmark ApS has the following transactions with related parties in 2022 (DKK thousand):

Sale af goods to group enterprises	1,619
Sale of services to group enterprises	575
Purchase of services from group enterprises	22,103
Purchase of fixed assets from group enterprises	654
Interest paid to group enterprises	4,322