
FFW Group ApS

Lyngbyvej 2, DK-2100 Copenhagen Ø

Annual Report for 1 January - 31 December 2020

CVR No 40 79 75 64

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
29/03 2021

Sven Müller-Holberg
Chairman of the General
Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of FFW Group ApS for the financial year 1 January - 31 December 2020.

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

In our opinion the Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2020 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2020.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 17 March 2021

Executive Board

Michael Koefoed Steensborg
Drejer
Executive Officer

Board of Directors

Joachim Horst Scholz

Stefan Andreas Walter Happak

Independent Auditor's Report

To the Shareholders of FFW Group ApS

Opinion

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2020 and of the results of the Group's and the Parent Company's operations and of consolidated cash flows for the financial year 1 January - 31 December 2020 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of FFW Group ApS for the financial year 1 January - 31 December 2020, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as consolidated statement of cash flows ("the Financial Statements").

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 Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

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 Financials Statements Act.

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

Independent Auditor's Report

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of consolidated financial statements and parent company financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of 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 Group's and 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 Group or the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the 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.

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 and the Group'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 Group's and 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

Independent Auditor's Report

Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Hellerup, 17 March 2021

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Ulrik Ræbild
statsautoriseret revisor
mne33262

Niels Henrik B. Mikkelsen
statsautoriseret revisor
mne16675

Company Information

The Company

FFW Group ApS
Lyngbyvej 2
DK-2100 Copenhagen Ø

CVR No: 40 79 75 64
Financial period: 1 January - 31 December
Incorporated: 18 September 2019
Financial year: 2nd financial year
Municipality of reg. office: Copenhagen

Board of Directors

Joachim Horst Scholz
Stefan Andreas Walter Happak

Executive Board

Michael Koefoed Steensborg Drejer

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Financial Highlights

Seen over the two years of operation, the development of the Group is described by the following financial highlights:

	Group	
	2020 TDKK	18/9 - 31/12 2019 TDKK
Key figures		
Profit/loss		
Revenue	261.838	33.454
Gross profit/loss	212.687	14.044
Profit/loss before financial income, financial expenses, depreciation, and amortization (EBITDA)	42.635	-7.337
Profit/loss before financial income and expenses (EBIT)	19.443	-10.686
Net financials	-9.819	-1.655
Net profit/loss for the year	4.230	-13.831
Balance sheet		
Balance sheet total	301.537	301.786
Equity	67.230	63.177
Cash flows		
Cash flows from:		
- operating activities	19.318	27.925
- investing activities	-3.731	-198.351
including investment in property, plant and equipment	-2.019	-15.695
- financing activities	7.622	195.022
Change in cash and cash equivalents for the year	23.210	24.596
Number of employees	389	354
Ratios		
Gross margin	81,2%	42,0%
Profit margin	7,4%	-31,9%
Return on assets	6,4%	-3,5%
Solvency ratio	22,3%	20,9%
Return on equity	6,5%	-43,8%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

Management's Review

This is the consolidated financial statement of the Parent Company FFW Group ApS (former Fiona Acquisition ApS) for 2020. It has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

Main activities

FFW Group ApS and subsidiaries (hereafter "FFW") is a global digital agency that for the past 20+ years have partnered with multinational brands to define, build, optimize and support their digital assets to drive critical impact in their respective organizations.

FFW has offices spanning over 10 countries: USA, Denmark, Germany, France, UK, Austria, Bulgaria, Ukraine, Moldova and Vietnam. With these locations FFW holds a strong global footprint. It gives FFW an opportunity to support our clients locally as well as globally. The global locations also limit FFW's exposure and risk in terms of one market reclining, geopolitical issues etc.

Market overview

FFW operates in a global digital market, where future and existing customers, employees as well as subcontractors/vendors are globally based and operates in various countries and regions.

The Group's revenue is approximately a 50/50 split between the USA and Europe. In Europe, Denmark represents the largest share of the revenue.

The market that FFW is in (Global IT spend on Enterprise Software, digital solutions and services around it) is, according to Gartner, expected to grow with 8.8% from 2020 to 2021. Furthermore, the spend is expected to grow 10.2% from 2021 to 2022.

Management's Review

Development in the year

2020 marks the first full year annual report for FFW under the new ownership of Celine Sieben GmbH. Expectations for the year 2020 as stated in the 2019 Annual Report have been met and to some degree exceeded, as described below.

FFW's sale (order intake) of digital solutions grew solidly throughout the year with 22.3% and ended with an annual closed sale of 311,839 kDKK. FFW's revenue also grew strongly in 2020 with 14.8% amounting to an annual revenue of: 261,838 kDKK. 2020 was both - in respect of order intake and revenue - the best year in the history of the company.

2020 was in many ways heavily impacted by the implications of Covid-19, however FFW did not get impacted from a business perspective. Instead, FFW capitalized on the digitalization trend in its various markets, mainly in the US and Western Europe.

The financial performance, especially considering Covid-19, has been very good. The income statement for FFW for 2020 shows a gain of 4,230 kDKK, and on 31 December 2020 the balance sheet of the Group shows equity of 67,230 kDKK.

A range of streamlining and improvement as well as ongoing clean-up activities were performed:

1. Implementation of the Transfer Pricing Methodology in all group companies
2. Elimination of a series of legacy companies as of 01.01.2021
 - a. FFW Holding Inc.
 - b. ProPeople Group ApS
 - c. FFW Austria GmbH
3. Selection of a company-wide ERP system, implementation with our Bulgarian unit as pilot. The implementation work started in 2020 and will continue into and be finalized in 2021 which will result in the insourcing of accounting/finance activities
4. Finalization of all UBO matters
5. Company names alignment
6. Strengthening of legal and GDPR
7. Strengthening of Marketing

A whistleblower process has been created together with PwC and will be rolled out Q1 2021.

Management's Review

Ownership and capital structure

FFW is indirectly owned by funds advised by German Findos Investor and directly owned by Celine Sieben GmbH (please see extract of the company registration).

Special risks - operating risks and financial risks

Operating risks

The biggest operational risk to FFW is related to a (however not expected) potential slowdown in the market for digital services, which could be generated by a potential worldwide recession. FFW is mitigating this risk by diversifying its customer base, operating in various countries with different digital maturity levels and moving revenue from single-project sales to recurring contracts focusing on maintenance, support, security and optimization.

An additional risk is the political development in the countries with FFW entities outside Europe including Ukraine and Moldova as well as Vietnam. We mitigate this risk by having created a pool of freelancers we can work with on rather short notice in case of shortages in resources but also by hiring increasingly IT-developers as our main HR resource in US and Western European countries at our head office in Denmark but also in Germany, UK and France. We have experienced in the past tough political situations in both Ukraine and Moldova, however with absolutely no slowdown in delivery.

Foreign exchange risks

The main risk relates to exchange rate: USD/DKK. With approximately 64.8% of the global revenue invoiced in USD the effect on revenue is significantly affected by larger fluctuations in the USD/DKK exchange rate. The EBT effect is however limited as approximately 40.9% of the costs are paid in USD. Besides USD, most transactions for revenue as well as costs are incurred in EUR, DKK or BGN, implying no or low risk, as the parent company is reporting in DKK and the relevant currencies are pegged to the EUR.

Interest rate risks

The interest-bearing debt of the FFW will fluctuate with the increases in general interest rates, if EURIBOR increases to above 0.0%.

Credit risks

There are rarely losses in the group companies. In 2020, a total of 118 kDKK has been accrued for, related to 4 specific customers as well as 128 kDKK unspecified accrual for bad debt based on total exposition. Based on the historic trends, we expect losses to be at a low level in 2021.

Management's Review

Liquidity risks

FFW focuses on having flexibility and minimizing risks. On 31 December 2020, FFW had a total of 47,805 kDKK available cash.

Expectations the coming year

For 2021, FFW expects revenue growth in both the USA as well as in Europe. EBITDA-margin is expected to stay on 2020 % levels.

The market that FFW is in (Global IT spend on Enterprise Software, customization, digital solutions and services around it) is, according to Gartner (please see also above), expected to grow with 8.8% from 2020 to 2021. Furthermore, the spend is expected to grow 10.2% from 2021 to 2022.

FFW will continue to strengthen environmental focus and the focus on gender equality. The environmental focus will increase throughout 2021, 22 and 23 with a specific program in each of our offices, where an appointee will lead the efforts and together with the other offices will further define the FFW environmental policies and activities. Gender equality has always been a focus in the company, FFW will continue to strengthen the ideas and policies over the coming years, with Global COO Nancy Stango leading the effort to expand the ratio with 9.4% over the coming 2 years from 30.6% female employees to 40%. FFW is a proud contributor and sponsor to programs such as GirlsGoIT.

Statement of corporate social responsibility

Business model

FFW has offices spanning over 10 countries/3 regions: USA, Denmark, Germany, France, UK, Austria, Bulgaria, Ukraine, Moldova and Vietnam. With these locations FFW holds a strong global footprint. It gives FFW an opportunity to support our clients locally as well as globally.

Our services include strategy, design, data analytics, development and support, we have strong values to manage, limit and reduce any potentially negative social and environmental impacts from our activities.

Management's Review

Our governance around CSR

FFW has created a Global Management Team (GMT) which works as the Executive Management team who oversees all major decisions in the company. In the GMT team sits Michael Koefoed Steensborg Drejer, Global CEO, Nancy Stango, Global COO and CEO of the Americas, Global CFO Sven Müller Holberg and Thomas Pedersen, CEO Europe. The GMT's main responsibility is, but not restricted to, the strategic and financial development of the company. However, the GMT is also responsible for protecting the interest of all company stakeholders.

In the following section, we have outlined our risks, approaches, efforts and results in the reporting year concerning environment and climate change, social and employee conditions, human rights and anti-corruption.

Environment and climate change

With our service portfolio and business model we have very small impact on the environment and climate, but with the global environmental challenge and because we think it is important to our company and our ability to attract and maintain the best employees, we continuously seek to reduce our carbon emissions from offices and business travel.

In 2020 with the Covid 19 pandemic, working from home and reducing travelling to an absolute minimum has led to reduced impact; however, the current low level may increase somewhat again when the world opens up. We continue to search for smarter solutions to communicate both internally and with clients, and thereby limit our related energy consumption and emissions of carbon.

Social and employee conditions

Attracting and employing people in a global organization set requirements for a formalized approach to ensure compliance in any country and any time. We understand that it is our employees who provide the services that our customers rely upon, and who will enable us to create new opportunities in the years to come.

In 2020 we have worked with updating our employee handbook to secure compliance and to ensure our employees can find information and guidance for every day questions and concerns regarding employee conduct, diversity and inclusion, discrimination and social benefits.

Human rights

FFW's position on human rights is that we accept no violations of human rights neither within our own organization nor by clients and partners.

We have not experienced significant risks regarding human rights since the topic is usually handled by legislation and authorities in the markets where we provide our services. We are a services company without any physical products.

Our employee handbook provides guidance to our global organization regarding appropriate conduct among colleagues, anti-harassment, anti-bullying and ethics.

Management's Review

In 2020 we have not seen or been made aware of any cases regarding violation of human rights neither within our own company nor within the companies we provide our services for or partners we work with.

Anti-corruption

FFW do not make use of or tolerate any form of corruption. We are fully aware that should any case appear in the future involving our company it could have severe impact on our reputation and relations with our clients and partners. We have communicated strong ethics within our employee handbook, and we are in the process to establish a whistleblower hotline for both our employees and companies we have relations with to ensure swift information of and response from the FFW management and or FFW owners.

In 2020 we have continued to train and update key individuals in our organization in order for them to recognize, register and report any incidents that may cause a risk to the company; however, we have not experienced any cases of corruption in 2020.

Statement on gender composition

Target for the underrepresented gender on the Board of Directors

In accordance with Danish legislation, FFW Group ApS has set a target to have one female member of the Board by 2022. The current status is 3 male members of the Board of Directors, since the general assembly did not decide to make any changes to the Board composition in 2020.

Policy to increase the underrepresented gender in other management levels

FFW has a zero tolerance for any form of discrimination, and the company generally wants to increase the number of women in management positions.

In 2020 FFW has kickstarted a program where coding competitions and carrier days at universities around the world will be one of the recruiting bases for the company. Our aim with these initiatives is to take us to the goal of 40% female employees. It is FFW's ambition to have a 50/50 gender ratio among our employees in the future. We aim to have a similar future gender split within our management levels. Our aim is long range, as the general gender split in our business is much in favor of men.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Unusual events

Any of the results and or activities as well as cash flow for FFW concerning the financial year 2020 have not been affected by any unusual events.

Management's Review

Subsequent events

There have been no subsequent events since 31.12.2020. The recognized revenue in Europe for January 2021 is 1.83 MEUR and 1.72 MUSD in US. Combined it is higher than the global January 2021 revenue budget.

Income Statement 1 January - 31 December

	Note	Group		Parent	
		2020 DKK	2019 DKK	2020 DKK	2019 DKK
Revenue	1	261.838.054	33.454.191	4.697.369	0
Other operating income		406.562	73.303	0	0
Other external expenses		-49.557.322	-19.483.083	-1.745.772	-202.500
Gross profit/loss		212.687.294	14.044.411	2.951.597	-202.500
Staff expenses	2	-170.052.239	-21.381.800	-3.083.301	0
Profit/loss before financial income, financial expenses, depreciation, and amortization (EBITDA)		42.635.055	-7.337.389	-131.704	-202.500
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	3	-23.191.753	-3.348.825	0	0
Profit/loss before financial income and expenses (EBIT)		19.443.302	-10.686.214	-131.704	-202.500
Income from investments in subsidiaries	4	0	0	7.827.278	-1.213.567
Financial income		0	86.332	0	0
Financial expenses	5	-9.818.712	-1.741.566	-8.285.185	-1.104.336
Profit/loss before tax		9.624.590	-12.341.448	-589.611	-2.520.403
Tax on profit/loss for the year	6	-5.395.004	-1.489.647	1.851.716	277.769
Net profit/loss for the year		4.229.586	-13.831.095	1.262.105	-2.242.634

Balance Sheet 31 December

Assets

	Note	Group		Parent	
		2020 DKK	2019 DKK	2020 DKK	2019 DKK
Acquired customer contracts		75.968.043	84.541.240	0	0
Goodwill		98.909.847	109.371.545	0	0
Intangible assets	7	174.877.890	193.912.785	0	0
Plant and machinery		12.939.403	15.077.710	0	0
Property, plant and equipment	8	12.939.403	15.077.710	0	0
Investments in subsidiaries	9	0	0	251.822.397	241.762.733
Fixed asset investments		0	0	251.822.397	241.762.733
Fixed assets		187.817.293	208.990.495	251.822.397	241.762.733
Trade receivables		47.157.601	56.598.562	0	0
Contract work in progress	10	5.107.548	5.409.066	0	0
Other receivables		8.876.456	2.919.426	943.433	943.071
Deferred tax asset	14	2.355.954	671.306	1.851.716	0
Corporation tax		48.961	579.449	0	277.769
Prepayments	11	2.367.613	2.021.880	164.621	0
Receivables		65.914.133	68.199.689	2.959.770	1.220.840
Cash at bank and in hand		47.805.430	24.595.700	126.090	3.117.416
Currents assets		113.719.563	92.795.389	3.085.860	4.338.256
Assets		301.536.856	301.785.884	254.908.257	246.100.989

Balance Sheet 31 December

Liabilities and equity

	Note	Group		Parent	
		2020 DKK	2019 DKK	2020 DKK	2019 DKK
Share capital		50.001	50.001	50.001	50.001
Share premium account		76.908.718	76.908.718	76.908.718	76.908.718
Reserve for net revaluation under the equity method		0	0	6.613.712	0
Retained earnings		-9.838.048	-13.831.095	-8.807.808	-2.242.634
Equity attributable to shareholders of the Parent Company		67.120.671	63.127.624	74.764.623	74.716.085
Minority interests		109.384	49.519	0	0
Equity	12	67.230.055	63.177.143	74.764.623	74.716.085
Provision for deferred tax	14	11.314.814	14.136.710	0	0
Provisions		11.314.814	14.136.710	0	0
Borrowings		98.521.324	102.085.902	98.521.324	102.085.902
Other payables		29.757.200	30.970.310	29.757.200	30.970.310
Long-term debt	15	128.278.524	133.056.212	128.278.524	133.056.212

Balance Sheet 31 December

Liabilities and equity

	Note	Group		Parent	
		2020 DKK	2019 DKK	2020 DKK	2019 DKK
Borrowings	15	6.199.414	6.224.748	6.199.414	6.224.748
Trade payables		3.863.708	6.769.965	441.085	2.116.291
Contract work in progress, liabilities	10	38.082.094	20.733.497	0	0
Payables to group enterprises		20.915.160	9.703.079	40.003.511	0
Corporation tax		3.084.694	3.255.323	0	0
Other payables	15	22.568.393	44.729.207	5.221.100	29.987.653
Short-term debt		94.713.463	91.415.819	51.865.110	38.328.692
Debt		222.991.987	224.472.031	180.143.634	171.384.904
Liabilities and equity		301.536.856	301.785.884	254.908.257	246.100.989
Distribution of profit	13				
Contingent assets, liabilities and other financial obligations	18				
Related parties	19				
Fee to auditors appointed at the general meeting	20				
Accounting Policies	21				

Statement of Changes in Equity

Group

	Share capital	Share premium account	Reserve for net revaluation under the equity method	Retained earnings	Equity excl. minority interests	Minority interests	Total
	DKK	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	50.001	76.908.718	0	-13.831.095	63.127.624	49.519	63.177.143
Exchange adjustments relating to foreign entities	0	0	0	-176.674	-176.674	0	-176.674
Net profit/loss for the year	0	0	0	4.169.721	4.169.721	59.865	4.229.586
Equity at 31 December	50.001	76.908.718	0	-9.838.048	67.120.671	109.384	67.230.055

Parent

	Share capital	Share premium account	Reserve for net revaluation under the equity method	Retained earnings	Equity excl. minority interests	Minority interests	Total
	DKK	DKK	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	50.001	76.908.718	0	-2.242.634	74.716.085	0	74.716.085
Other equity movements	0	0	0	-1.213.567	-1.213.567	0	-1.213.567
Net profit/loss for the year	0	0	6.613.712	-5.351.607	1.262.105	0	1.262.105
Equity at 31 December	50.001	76.908.718	6.613.712	-8.807.808	74.764.623	0	74.764.623

Cash Flow Statement 1 January - 31 December

	Note	Group	
		2020 DKK	2019 DKK
Net profit/loss for the year		4.229.586	-13.831.095
Adjustments	16	38.228.795	6.495.478
Change in working capital	17	-5.491.870	36.254.045
Cash flows from operating activities before financial income and expenses		36.966.511	28.918.428
Financial income		0	86.332
Financial expenses		-9.818.714	-1.743.338
Cash flows from ordinary activities		27.147.797	27.261.422
Corporation tax paid		-7.829.645	663.092
Cash flows from operating activities		19.318.152	27.924.514
Purchase of intangible assets		0	-196.643.951
Purchase of property, plant and equipment		-2.018.551	-15.695.369
Acquired deferred tax liability		-1.712.040	13.988.539
Cash flows from investing activities		-3.730.591	-198.350.781
Loans obtained or repaid, net		-3.589.912	108.310.650
Transactions with group enterprises		11.212.081	9.703.079
Minority interests		0	49.519
Cash capital increase		0	76.958.719
Cash flows from financing activities		7.622.169	195.021.967
Change in cash and cash equivalents		23.209.730	24.595.700
Cash and cash equivalents at 1 January		24.595.700	0
Cash and cash equivalents at 31 December		47.805.430	24.595.700
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		47.805.430	24.595.700
Cash and cash equivalents at 31 December		47.805.430	24.595.700

Notes to the Financial Statements

	Group		Parent	
	2020	2019	2020	2019
	DKK	DKK	DKK	DKK
3 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment				
Amortisation of intangible assets	19.034.894	2.731.166	0	0
Depreciation of property, plant and equipment	4.156.859	617.659	0	0
	23.191.753	3.348.825	0	0
Which is specified as follows:				
Acquired customer contracts	8.573.196	1.190.722	0	0
Goodwill	10.461.698	1.540.444	0	0
Plant and machinery	4.156.859	617.659	0	0
	23.191.753	3.348.825	0	0

	Parent	
	2020	2019
	DKK	DKK
4 Income from investments in subsidiaries		
Share of profits of subsidiaries	29.442.207	1.875.937
Amortisation of goodwill	-21.614.929	-3.089.504
	7.827.278	-1.213.567

	Group		Parent	
	2020	2019	2020	2019
	DKK	DKK	DKK	DKK
5 Financial expenses				
Interest paid to group enterprises	290.000	0	290.000	0
Other financial expenses	9.528.712	1.741.566	7.995.185	1.104.336
	9.818.712	1.741.566	8.285.185	1.104.336

Notes to the Financial Statements

	Group		Parent	
	2020 DKK	2019 DKK	2020 DKK	2019 DKK
6 Tax on profit/loss for the year				
Current tax for the year	8.189.508	1.489.647	-1.851.716	-277.769
Deferred tax for the year	-2.794.504	0	0	0
	5.395.004	1.489.647	-1.851.716	-277.769

7 Intangible assets

Group

	Acquired customer contracts DKK	Goodwill DKK	Total DKK
Cost at 1 January	85.761.962	110.911.989	196.673.951
Cost at 31 December	85.761.962	110.911.989	196.673.951
Impairment losses and amortisation at 1 January	1.190.722	1.540.444	2.731.166
Amortisation for the year	8.603.197	10.461.698	19.064.895
Impairment losses and amortisation at 31 December	9.793.919	12.002.142	21.796.061
Carrying amount at 31 December	75.968.043	98.909.847	174.877.890
Amortised over	10 years	10 years	

The life expectancy of acquired goodwill is assessed by management at 10 years.

The life expectancy of acquired similar rights is assessed by management at 10 years

Notes to the Financial Statements

8 Property, plant and equipment

Group	Plant and machinery
	<u>DKK</u>
Cost at 1 January	20.016.112
Additions for the year	<u>2.018.551</u>
Cost at 31 December	<u>22.034.663</u>
Impairment losses and depreciation at 1 January	4.938.402
Depreciation for the year	<u>4.156.858</u>
Impairment losses and depreciation at 31 December	<u>9.095.260</u>
Carrying amount at 31 December	<u>12.939.403</u>
Depreciated over	<u>3 - 5 years</u>

Notes to the Financial Statements

	Parent	
	2020 DKK	2019 DKK
9 Investments in subsidiaries		
Cost at 1 January	242.976.300	0
Additions for the year	2.232.386	242.976.300
Cost at 31 December	<u>245.208.686</u>	<u>242.976.300</u>
Value adjustments at 1 January	-1.213.567	0
Net profit/loss for the year	29.442.207	1.875.937
Amortisation of goodwill	-21.614.929	-3.089.504
Value adjustments at 31 December	<u>6.613.711</u>	<u>-1.213.567</u>
Carrying amount at 31 December	<u>251.822.397</u>	<u>241.762.733</u>
Remaining positive difference included in the above carrying amount at 31 December	<u>180.101.916</u>	<u>209.544.123</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership
FFW Deutschland GmbH	Berlin, DE	25.000 EUR	100%
Bysted A/S	Copenhagen, DK	1.562.500 DKK	80%
FFW Danmark ApS	Copenhagen, DK	131.250 DKK	100%
FFW GmbH	Vienna, AT	35.000 EUR	100%
FFW France	Paris, FR	1.000 EUR	100%
FFW U.K. Limited	London, UK	100 GBP	100%
Blink Reaction Ukraine LLC	Mykolaiv, UKR	2.482 UAH	61%
i.c.s. Propeople SRL	Chisinau, MD	7.577 MDL	100%
FFW BULGARIA EOOD	Sofia, BUL	5.000 BNG	100%
FFW Dnipro LLC	Dnipro, UKR	15.000 UAH	90%
FFW Holding US Inc	Holmdel, NJ, US	1 USD	100%
FFW LLC	Holmdel, NJ, US	100 USD	100%
FFW Vietnam LLC	Hanoi, VN	4.334.600k VND	100%
Propeople Group ApS	Copenhagen, DK	262.500 DKK	100%

Notes to the Financial Statements

	Group		Parent	
	2020 DKK	2019 DKK	2020 DKK	2019 DKK
10 Contract work in progress				
Selling price of work in progress	139.266.544	101.743.819	0	0
Payments received on account	-172.241.090	-117.068.250	0	0
	-32.974.546	-15.324.431	0	0
Recognised in the balance sheet as follows:				
Contract work in progress recognised in assets	5.107.548	5.409.066	0	0
Prepayments received recognised in debt	-38.082.094	-20.733.497	0	0
	-32.974.546	-15.324.431	0	0

11 Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interest as well.

12 Equity

The share capital consists of 50,001 shares of a nominal value of DKK 1. No shares carry any special rights.

13 Distribution of profit

Reserve for net revaluation under the equity method	0	0	6.613.712	0
Minority interests' share of net profit/loss of subsidiaries	59.865	0	0	0
Retained earnings	4.169.721	-13.831.095	-5.351.607	-2.242.634
	4.229.586	-13.831.095	1.262.105	-2.242.634

Notes to the Financial Statements

	Group		Parent	
	2020 DKK	2019 DKK	2020 DKK	2019 DKK
14 Provision for deferred tax				
Provision for deferred tax at 1 January	13.465.404	0	0	0
Amounts recognised in the income statement for the year	-4.506.544	0	-1.851.716	0
Amounts recognised in equity for the year	0	13.465.404	0	0
Provision for deferred tax at 31 December	8.958.860	13.465.404	-1.851.716	0

15 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

Borrowings

After 5 years	30.999.988	77.186.898	30.999.988	77.186.898
Between 1 and 5 years	67.521.336	24.899.004	67.521.336	24.899.004
Long-term part	98.521.324	102.085.902	98.521.324	102.085.902
Within 1 year	6.199.414	6.224.748	6.199.414	6.224.748
	104.720.738	108.310.650	104.720.738	108.310.650

Other payables

Between 1 and 5 years	29.757.200	30.970.310	29.757.200	30.970.310
Long-term part	29.757.200	30.970.310	29.757.200	30.970.310
Other short-term payables	22.568.393	44.729.207	5.221.100	29.987.653
	52.325.593	75.699.517	34.978.300	60.957.963

Notes to the Financial Statements

	Group	
	2020	2019
	DKK	DKK
16 Cash flow statement - adjustments		
Financial income	0	-86.332
Financial expenses	9.818.712	1.743.338
Depreciation, amortisation and impairment losses, including losses and gains on sales	23.191.753	3.348.825
Tax on profit/loss for the year	5.395.004	1.489.647
Exchange adjustments	-176.674	0
	38.228.795	6.495.478

17 Cash flow statement - change in working capital

Change in inventories	301.518	-5.409.066
Change in receivables	3.138.197	-61.539.868
Change in trade payables, etc	-8.931.585	103.202.979
	-5.491.870	36.254.045

	Group		Parent	
	2020	2019	2020	2019
	DKK	DKK	DKK	DKK
18 Contingent assets, liabilities and other financial obligations				

Charges and security

The following assets have been pledged as security for borrowings of 105 mDKK:
100% of the shares in FFW Group Aps, Propeople Group Aps, FFW Holding US Inc and FFW LLC respectively.
All intragroup loans against FFW Group ApS.

Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:				
Within 1 year	3.329.025	2.806.739	0	0
Between 1 and 5 years	3.736.645	3.148.187	0	0
After 5 years	0	15.498	0	0
	7.065.670	5.970.424	0	0

Notes to the Financial Statements

18 Contingent assets, liabilities and other financial obligations (continued)

Other contingent liabilities

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

19 Related parties

Basis

Controlling interest

Celine Sieben GmbH, Munich, Germany.

Majority Shareholder

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Ownership

The following shareholders are recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Celine Sieben GmbH, Munich, Germany.

Notes to the Financial Statements

	Group		Parent	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	DKK	DKK	DKK	DKK
20 Fee to auditors appointed at the general meeting				
PricewaterhouseCoopers				
Audit fee	350.000	309.050	90.000	105.000
Tax advisory services	242.000	0	0	0
Other services	367.163	0	62.500	0
	<u>959.163</u>	<u>309.050</u>	<u>152.500</u>	<u>105.000</u>

Notes to the Financial Statements

21 Accounting Policies

The Annual Report of FFW Group ApS for 2020 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C .

The Consolidated and Parent Company Financial Statements for 2020 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, FFW Group ApS, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Business combinations

Acquisitions

On acquisition of subsidiaries, the difference between cost and net asset value of the enterprise acquired is determined at the date of acquisition after the individual assets and liabilities having been adjusted to

Notes to the Financial Statements

21 Accounting Policies (continued)

fair value (the purchase method). Cost comprises the fair value of the consideration paid as well as expenses for consultants etc directly related to the acquisition. Any remaining positive differences are recognised in intangible assets in the balance sheet as goodwill, which is amortised in the income statement on a straightline basis over its estimated useful life. Any remaining negative differences are recognised as income in the income statement at the date of acquisition.

Positive and negative differences from enterprises acquired may, due to changes to the recognition and measurement of net assets, be adjusted until the end of the financial year following the year of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made. Moreover, any changes in contingent consideration is adjusted in the value of goodwill or negative goodwill.

Amortisation of goodwill is recognised in "Amortisation, depreciation and impairment losses".

Minority interests

Minority interests form part of the Group's total equity. Upon distribution of net profit, net profit is broken down on the share attributable to minority interests and the share attributable to the shareholders of the Parent Company. Minority interests are recognised on the basis of a remeasurement of acquired assets and liabilities to fair value at the time of acquisition of subsidiaries.

On subsequent changes to minority interests where the Group retains control of the subsidiary, the consideration is recognised directly in equity.

Leases

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership (finance leases) are recognised in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an alternative borrowing rate as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Group.

The remaining lease obligation is capitalised and recognised in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognised in the income statement on a straight-line basis over the lease term.

Notes to the Financial Statements

21 Accounting Policies (continued)

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Revenue

Information on geographical segments based on the Group's risks and returns and its internal financial reporting system. The Group has only one business segment.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Group. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Notes to the Financial Statements

21 Accounting Policies (continued)

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Group, including gains and losses on the sale of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Notes to the Financial Statements

21 Accounting Policies (continued)

Balance Sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 10 years.

Acquired customer contracts are measured at cost less accumulated amortisation. Acquired customer contracts are amortised on a straight-line basis over useful life, which is assessed at 10 years.

Patents and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 5 years.

Development costs and costs relating to rights developed by the Company are recognised in the income statement as costs in the year of acquisition.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing expenses are recognised in the income statement.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Plant and machinery	3 - 5 years
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Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 30,000 are expensed in the year of acquisition.

Notes to the Financial Statements

21 Accounting Policies (continued)

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Contract work in progress

Contract work in progress regarding service is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is

Notes to the Financial Statements

21 Accounting Policies (continued)

negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

Prepayments

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

Equity

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the

Notes to the Financial Statements

21 Accounting Policies (continued)

loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Cash Flow Statement

The cash flow statement shows the Group's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise

The cash flow statement cannot be immediately derived from the published financial records.

Notes to the Financial Statements

21 Accounting Policies (continued)

Financial Highlights

Explanation of financial ratios

Gross margin	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
Profit margin	$\frac{\text{Profit before financials} \times 100}{\text{Revenue}}$
Return on assets	$\frac{\text{Profit before financials} \times 100}{\text{Total assets}}$
Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$
Return on equity	$\frac{\text{Net profit for the year} \times 100}{\text{Average equity}}$