

BlueKey ApS

Helgavej 26, 5230 Odense M

CVR no. 41 06 62 96

Annual report 2023

Approved at the Company's annual general meeting on 25 April 2024

Chair of the meeting:

.....
Peter Istrup

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

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Statement by the Board of Directors and the Executive Board

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

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

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

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

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

Odense, 25 April 2024
Executive Board:

.....
Steffen Johnstad-Møller

Board of Directors:

.....
Peter Istrup
Chairman

.....
Kasper Andersen

.....
Thomas Visti Jensen

.....
Steffen Johnstad-Møller

Independent auditor's report

To the shareholders of BlueKey ApS

Opinion

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

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

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

Independent auditor's report

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

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

Statement on the Management's review

Management is responsible for the Management's review.

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

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

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

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

Odense, 25 April 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Louise Greve
State Authorised Public Accountant
mne48485

Management's review

Company details

Name	BlueKey ApS
Address, Postal code, City	Helgavej 26, 5230 Odense M
CVR no.	41 06 62 96
Established	10 January 2020
Financial year	1 January - 31 December
Board of Directors	Peter Istrup, Chairman Kasper Andersen Thomas Visti Jensen Steffen Johnstad-Møller
Executive Board	Steffen Johnstad-Møller
Auditors	EY Godkendt Revisionspartnerselskab Cortex Park Vest 3, 5230 Odense M, Denmark

Management's review

Business review

BlueKey is at the forefront of delivering innovative IT infrastructure solutions tailored for the shipping industry. We specialize in developing and implementing advanced automation technologies that streamline operations, enhance data accuracy, and improve decision-making processes in maritime logistics and management. Our commitment is to drive operational excellence and strategic growth for our clients in the shipping sector.

Financial review

This year, BlueKey ApS recorded a significant increase in gross profit, reaching DKK 4,928,411, demonstrating our enhanced market penetration and operational effectiveness. The management of operational costs has been proficient, with staff costs totaling DKK 3,017,017. Despite this, our focus on investing in future-oriented technologies was evident with DKK 976,282 spent on amortization, depreciation, and impairment, underscoring our dedication to technological advancement.

Profitability remained robust with a profit for the year of DKK 577,122, which, although reduced due to substantial reinvestment in our core technologies and R&D, strategically positions us for sustained future growth. The financial prudence and aggressive investments in both SCMS and AI have laid a solid foundation for BlueKey ApS, enhancing our potential to lead the next wave of industry innovation and generate significant value for our stakeholders.

Executive Summary

2023 has marked a pivotal year for BlueKey ApS, as we demonstrated exceptional financial growth and strategic foresight, particularly in the realms of Supply Chain Management Software (SCMS) and artificial intelligence (AI). Our commitment to leveraging cutting-edge technologies has not only enhanced our operational efficiency but also positioned us at the forefront of innovation in complex supply chains and the Maritime Industry. This executive summary highlights our financial achievements, strategic advancements, and future opportunities.

Strategic Enhancements in SCMS and AI

In 2023, BlueKey ApS has significantly enhanced our SCMS solutions and initiated substantial R&D in AI. These investments are particularly aimed at addressing challenges within the maritime industry, where inconsistent data standards can benefit greatly from AI-driven analytics and process automation. Our strategic focus on AI not only diversifies our technological portfolio but also enhances our ability to provide innovative, data-driven solutions to this sector.

Events after the balance sheet date

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

Outlook

Looking ahead to 2024, our strategy involves scaling our advanced SCMS solutions, expanding into new geographic and sectoral markets, and continuing to innovate in AI to solidify our leadership in technology-driven business solutions. The integration of AI into our offerings opens new avenues for growth, especially in the maritime industry, which is characterized by an urgent need for digital transformation and data standardization.

In conclusion, 2023 has set a robust foundation for BlueKey ApS. Our prudent financial management, combined with aggressive investments in SCMS and AI, positions us strongly for leading the next wave of industry innovation and generating substantial value for our stakeholders. We are enthusiastic about our future prospects and committed to maintaining our trajectory of growth and innovation.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2023	2022
	Gross profit	4,928,411	2,735,794
3	Staff costs	-3,017,017	-2,546,536
	Amortisation/depreciation and impairment of intangible	-976,282	0
	Profit before net financials	935,112	189,258
	Financial income	41,851	6,902
	Financial expenses	-320,243	-132,527
	Profit before tax	656,720	63,633
	Tax for the year	-79,598	519,605
	Profit for the year	577,122	583,238
	 Recommended appropriation of profit		
	Other reserves	1,586,304	1,350,188
	Retained earnings/accumulated loss	-1,009,182	-766,950
		577,122	583,238

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
	ASSETS		
	Fixed assets		
4	Intangible assets		
	Completed development projects	4,905,807	0
	Development projects in progress and prepayments for intangible assets	1,934,964	5,105,209
		<u>6,840,771</u>	<u>5,105,209</u>
	Total fixed assets	<u>6,840,771</u>	<u>5,105,209</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	0	651,777
5	Deferred tax assets	0	0
	Corporation tax receivable	280,464	519,605
	Other receivables	0	65,402
	Prepayments	0	11,351
		<u>280,464</u>	<u>1,248,135</u>
	Cash	<u>1,077,273</u>	<u>1,295,102</u>
	Total non-fixed assets	<u>1,357,737</u>	<u>2,543,237</u>
	TOTAL ASSETS	<u>8,198,508</u>	<u>7,648,446</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	64,593	64,593
	Reserve for development costs	5,335,801	3,749,497
	Retained earnings	-2,778,604	-1,769,422
	Total equity	<u>2,621,790</u>	<u>2,044,668</u>
	Provisions		
	Deferred tax	360,062	0
	Total provisions	<u>360,062</u>	<u>0</u>
	Liabilities other than provisions		
	Non-current liabilities other than provisions		
	Other credit institutions	4,652,437	4,713,921
		<u>4,652,437</u>	<u>4,713,921</u>
	Current liabilities other than provisions		
	Short-term part of long-term liabilities other than provisions	181,424	83,607
	Trade payables	71,557	35,000
	Other payables	101,811	134,680
	Deferred income	209,427	636,570
		<u>564,219</u>	<u>889,857</u>
	Total liabilities other than provisions	<u>5,216,656</u>	<u>5,603,778</u>
	TOTAL EQUITY AND LIABILITIES	<u>8,198,508</u>	<u>7,648,446</u>

- 1 Accounting policies
- 2 Other operating income
- 7 Contractual obligations and contingencies, etc.
- 8 Security and collateral

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Reserve for development costs</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2023	64,593	3,749,497	-1,769,422	2,044,668
Additions	0	2,711,844	0	2,711,844
Transfer through appropriation of loss	0	232,566	-1,009,182	-776,616
Depreciation in the year	0	-761,500	0	-761,500
Tax on items recognised directly in equity	0	-596,606	0	-596,606
Equity at 31 December 2023	<u>64,593</u>	<u>5,335,801</u>	<u>-2,778,604</u>	<u>2,621,790</u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

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

The accounting policies used in the preparation of the financial statements are consistent with those of last year except that a few reclassifications of comparative figures has been made.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

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

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

Income statement

Revenue

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

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

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

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

Other external expenses

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

Staff costs

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

Amortisation

The item comprises amortisation of intangible assets.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development projects	5 years
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Financial income and expenses

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

Tax

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

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Intangible assets

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

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

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

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

Other securities and investments

Securities which the Company intends to hold to maturity are measured at amortised cost, using the effective interest rate method at the date of acquisition. Value adjustments are recognised in the income statement under "Net financials".

Securities and investments consisting of listed shares and bonds are measured at fair value (market price) at the balance sheet date. Investments not admitted to trading on an active market are measured at cost.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of intangible assets is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Receivables

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

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

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

Equity

Reserve for development costs

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

Income taxes

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

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Deferred income

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

Financial statements 1 January - 31 December

Notes to the financial statements

2 Other operating income

Other operating income includes received soft funding of DKK 45,675.

DKK	2023	2022
3 Staff costs		
Wages/salaries	2,790,127	2,371,458
Pensions	189,583	125,412
Other social security costs	37,307	49,666
	<u>3,017,017</u>	<u>2,546,536</u>
Average number of full-time employees	<u>6</u>	<u>5</u>

4 Intangible assets

DKK	Completed development projects	Development projects in progress and prepayments for intangible assets	Total
Cost at 1 January 2023	0	5,105,209	5,105,209
Additions	1,000,680	1,711,164	2,711,844
Transferred	4,881,409	-4,881,409	0
Cost at 31 December 2023	<u>5,882,089</u>	<u>1,934,964</u>	<u>7,817,053</u>
Amortisation for the year	<u>976,282</u>	<u>0</u>	<u>976,282</u>
Impairment losses and amortisation at 31 December 2023	<u>976,282</u>	<u>0</u>	<u>976,282</u>
Carrying amount at 31 December 2023	<u>4,905,807</u>	<u>1,934,964</u>	<u>6,840,771</u>
Amortised over	<u>5 years</u>		

The development project relates to development of intelligent software bots within the shipping industry. Management expects that the company's marketing and sales activities will be increased in 2024 and that the company hereby in the coming years will achieve sufficient earnings in excess of the capitalized amount. The recognition of the development projects has been made on the basis of sales forecast.

The valuation of the development project presupposes that the future earnings in the company upon sale exceed the activated amount.

As the expected future earnings are based on expectations for the future, there is uncertainty which may cast doubt on the valuation of the capitalized development costs. It is expected that the global scaling potential starts materializing during 2024

5 Deferred tax assets

Deferred tax amounts to DKK 360,062 on the balance sheet date, comprised of a development projects of DKK 1,504,970 offset by a loss carryforward of DKK -1,144,908.

Financial statements 1 January - 31 December

Notes to the financial statements

6 Mortgage debt and debt to other credit institutions

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

No debt is recognised with due after 5 years.

7 Contractual obligations and contingencies, etc.

Other financial obligations

Rent and lease liabilities include a rent obligation totalling 65 t.kr. in interminable rent agreements with remaining contract terms of 3 months.

8 Security and collateral

As security for the Company's debt to credit institutions, the Company has provided security in its assets for a total amount of DKK 2,000,000.

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Steffen Johnstad-Møller

Direktion

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Steffen Johnstad-Møller

Bestyrelse

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2024-04-25 11:44:00 UTC



Thomas Visti Jensen

Bestyrelse

På vegne af: BlueKey ApS

Serienummer: tv@vistiunlimited.com

IP: 85.203.xxx.xxx

2024-04-25 12:28:30 UTC



Kasper Andersen

Bestyrelse

På vegne af: BlueKey ApS

Serienummer: 41bba3ad-d7b6-465e-8ca7-a18ac1794f9b

IP: 185.107.xxx.xxx

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Peter Istrup

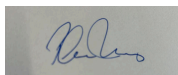
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På vegne af: BlueKey ApS

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IP: 193.162.xxx.xxx

2024-04-30 10:26:38 UTC



Peter Istrup

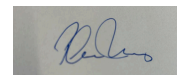
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Louise Egebæk Greve

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Statsautoriseret revisor

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