

Bestair Denmark ApS

Kalvebod Brygge 41
1560 København V

CVR No. 41202009

Annual report 2023

1 January 2023 - 31 December 2023

Adopted at the Annual General Meeting on 7
March 2024

Ivo Köpper
Chairman

Contents

Company details	1
Management's Review	2
Statement by Management	3
Independent auditor's report	4
Accounting policies	6
Income statement	10
Proposed distribution of profit and loss	10
Assets	11
Equity and liabilities	12
Statement of changes in equity	13
Notes	14

Company details

Company

Bestair Denmark ApS
Kalvebod Brygge 41
1560 København V

CVR No.: 41202009

Executive board

Ivo Köpper
Jaan Köpper

Board of Directors

Ivo Köpper
Jaan Köpper

Auditors

inforevision
statsautoriseret revisionsaktieselskab
Buddingevej 312
2860 Søborg
CVR No. 19263096

Simon Morthorst, state authorized public accountant

Management's Review

Primary activities

As in previous years, the company's primary activities is trade in climate solutions and related business.

Development in activities and finances

The result of the company's activities in the financial year showed a negative result. In the fiscal year of 2023, Bestair Denmark ApS underwent a significant reorganization of its sales organization and embarked on a fresh market entrance strategy. Consequently, annual business volumes declined, leading to a negative financial outcome for the company. However, Bestair Group is committed to the Danish market and is having a long-term strategy in this market. Bestair Group is willing to support Bestair Denmark with capital contributions to cover the planned losses.

Outlook

Bestair Denmark is not expected to deliver profit yet on fiscal year 2024. We expect the changes made regarding reorganization of the sales organization and fresh market entrance strategy starting to pay off on fiscal year 2025 and company should become profitable during fiscal year 2025.

Statement by Management

The Board of Directors and The Executive Board have today considered and adopted the annual report for 1 January 2023 - 31 December 2023 for Bestair Denmark ApS.

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 the company's financial position at 31 December 2023 and of the results of its operations for the financial year 1 January 2023 - 31 December 2023.

We believe that the Management's review contains a fair review of the affairs and conditions referred to therein.

We recommend the company's Annual General Meeting, that the annual report for next financial year is not audited. We consider the conditions to deselect audit for fulfilled.

We recommend that the annual report be adopted at the Annual General Meeting.

København V, 7 March 2024

Executive board

Ivo Köpper
CEO

Jaan Köpper
*Executive director *

Board of Directors

Ivo Köpper
Chairman

Jaan Köpper
Board member

Independent auditor's report

To the shareholder's in Bestair Denmark ApS

Opinion

We have audited the financial statements of Bestair Denmark ApS for the financial year 1 January 2023 - 31 December 2023, 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 as at 31 December 2023 and of the results of the company's operations for the financial year 1 January 2023 - 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 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 this auditor's report. We are independent of the company in accordance with the International Ethics Standards Board of 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 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, for disclosing, as applicable, matters related to going concern, and for 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. 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.

Independent auditor's report, continued

- 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 content of the financial statements, including the disclosures in the notes, 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.

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 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.

Søborg, 7 March 2024

inforevision
Statsautoriseret revisionsaktieselskab
CVR No. 19263096

Simon Morthorst
state authorized public accountant
mne29383

Accounting policies

Information on reporting class

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

The annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing Reporting class B.

Some provisions from reporting class C has been adopted.

The accounting policies have not been changed from last year.

Generally regarding recognition and measurement

The financial statements have been prepared based on historical cost.

The income is 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.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the annual report which confirm or invalidate affairs and conditions existing at the balance sheet date.

The functional currency is Danish Kroner. All other currencies are considered foreign currencies.

Foreign currency translation

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

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

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

Accounting policies, continued

Income statement

The income statement has been classified by nature.

Gross profit

Gross profit/loss includes "Revenue", "Cost of sales" and "External expenses".

Revenue

As income recognition criterion, the completed contract method is applied so that revenue comprises invoiced revenue for the year. Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer before the end of the financial year. Revenue is measured at fair value excl. VAT and less granted goods and customer discounts.

Cost of sales

Cost of sales comprise expenses incurred to earn revenue for the year including changes in goods for resale in the year.

External expenses

External expenses comprises Selling costs, Cost of premises and Administrative expenses.

Staff costs

Staff costs include wages and salaries including holiday pay and pensions and other social security costs etc. to the company's employees.

Financial income

Financial income is recognised with amounts concerning the the financial year. Financial income comprise realised and unrealised exchange gains.

Financial expenses

Financial expenses is recognised with amounts concerning the the financial year. Financial expenses comprise interest and realised and unrealised exchange losses.

Accounting policies, continued

Balance sheet

The balance sheet has been presented in account form.

Assets

Other receivables classified as fixed assets

Deposits recognised as fixed assets are measured at amortised cost, which usually corresponds to nominal amount.

Inventories

Inventories are measured at cost according to the FIFO method. In the event of cost exceeding net realisable value, writedown is made to this lower value.

Cost of goods for resale as well as raw materials and consumables comprises purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and other direct costs.

The net realisable value of inventories is calculated at the estimated selling price less completion costs and expected costs to execute sale. The net realisable value is determined allowing for marketability, obsolescence and development in expected sales price.

Received prepayments from customers regarding non delivered goods are recognised as liabilities.

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. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

Prepayments

Prepayments comprise costs incurred relating to subsequent financial years.

Equity and liabilities

Equity

Increases of the the share capital is recognised directly into equity less related transaction cost.

Deferred tax and corporation tax

Deferred tax is measured using the balance sheet liability method. Provision has been made for deferred tax by 22% on all temporary differences between carrying amount and tax-based value of assets and liabilities. Deferred tax is also measures with respect of the planned use of the asset and the settlement of the liability.

The tax value of the tax losses to be carried forward are included in the calculation of deferred taxes if it is probable that the losses can be used. Deferred tax assets are measured at net realisable value.

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

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

Accounting policies, continued

Financial debts

Financial debts are recognised initially at the proceeds received net of transaction expenses incurred, which are directly related with the loan. In subsequent years, financial debts are measured at amortised cost equal to the capitalised value using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement over the loan period.

Short-term debts are measured at amortised cost, substantially corresponding to nominal value.

Income statement

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
Bruttotab		-678.356	630.405
Staff costs	2	-1.179.249	-2.390.569
Earnings before interest, taxes, depreciation and amortisation (EBITDA)		-1.857.605	-1.760.164
Finance income		98	1.463
Finance expenses	3	-78.727	-76.942
Profit/loss before tax		-1.936.234	-1.835.643
Tax on profit/loss for the year	4	0	0
Profit/loss for the year		-1.936.234	-1.835.643

Proposed distribution of profit and loss

	<u>2023</u> DKK	<u>2022</u> DKK
Proposed distribution of profit and loss for the year :		
Transferred to retained earnings	-1.936.234	-1.835.643
Profit/loss for the year	-1.936.234	-1.835.643

Assets

	<u>Note</u>	<u>31/12-2023</u>	<u>31/12-2022</u>
		DKK	DKK
Deposits		0	7.200
Investments		<u>0</u>	<u>7.200</u>
Fixed assets		<u>0</u>	<u>7.200</u>
Manufactured goods and goods for resale		328.090	0
Inventories		<u>328.090</u>	<u>0</u>
Trade receivables		497.370	1.986.072
Other receivables		0	19
Prepayments		46.783	141.322
Receivables		<u>544.153</u>	<u>2.127.413</u>
Cash at bank and in hand		<u>718.012</u>	<u>3.287.372</u>
Current assets		<u>1.590.255</u>	<u>5.414.785</u>
Total assets		<u><u>1.590.255</u></u>	<u><u>5.421.985</u></u>

Equity and liabilities

	<u>Note</u>	<u>31/12-2023</u>	<u>31/12-2022</u>
		DKK	DKK
Contributed capital		5.040.000	40.000
Retained earnings		-5.203.056	-3.266.822
Equity		-163.056	-3.226.822
Payables to group enterprises		0	3.781.874
Long-term liabilities other than provisions	5	0	3.781.874
Trade payables		123.249	91.899
Payables to group enterprises		1.039.416	284.003
Other payables		590.646	4.491.031
Short-term liabilities other than provisions		1.753.311	4.866.933
Liabilities other than provisions		1.753.311	8.648.807
Total equity and liabilities		1.590.255	5.421.985
Going concern	1		
Contingent assets	6		
Unrecognised contractual commitments	7		

Statement of changes in equity

	Contributed capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January 2022	40.000	-1.431.179	-1.391.179
Distributed profit/loss for the year		-1.835.643	-1.835.643
Equity at 1 January 2023	40.000	-3.266.822	-3.226.822
Capital increase	5.000.000	0	5.000.000
Distributed profit/loss for the year		-1.936.234	-1.936.234
Equity at 31 December 2023	5.040.000	-5.203.056	-163.056

Notes

1. Going concern

Bestair Group is committed to the Danish market and is having a long-term strategy in this market. Bestair Denmark is not expected to deliver profit yet on fiscal year 2024, but according to the business plan, should become profitable during fiscal year 2025. Bestair Group and its owners are willing to support Bestair Denmark with capital contributions to cover the planned losses.

On the basis of the above, the financial statements have been prepared on the assumption of the company continued operation.

2. Staff costs

	<u>2023</u>	<u>2022</u>
	DKK	DKK
Wages and salaries	1.040.956	2.201.646
Pensions	116.143	162.994
Other social security costs	16.702	25.038
Other staff cost	5.448	891
Total	<u>1.179.249</u>	<u>2.390.569</u>
Average number of full-time employees	<u>2</u>	<u>3</u>

3. Finance expenses

	<u>2023</u>	<u>2022</u>
	DKK	DKK
Financial expenses to group enterprises	49.994	71.143
Other financial expenses	28.733	5.799
Total	<u>78.727</u>	<u>76.942</u>

4. Tax expense

	<u>Deferred tax</u>	<u>Tax on profit/loss for the year</u>
	DKK	DKK
Payables at 1 January 2023	0	
Tax on profit/loss for the year	<u>0</u>	<u>0</u>
Payables at 31 December 2023	<u>0</u>	
Tax on profit/loss for the year recognised in the income statement		<u>0</u>

Notes, continued

5. Long-term liabilities

	<u>31/12-2023</u>	<u>31/12-2022</u>
	DKK	DKK
Liabilities in total:		
Payables to group enterprises	0	3.781.874
Total	<u>0</u>	<u>3.781.874</u>

6. Contingent assets

	<u>2023</u>
	DKK
The Company has unrecognised deferred tax assets	<u>1.140.151</u>

7. Unrecognised contractual commitments

The Company has entered into operating lease for lease of a car. The leases are interminable until 31/8 2024. The total lease commitment represents approx. DKK 70.000.

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registreret, og informationerne er listet herunder.

“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Jaan Köpper

Executive director

Serienummer: jaan.kopper@bestair.eu

IP: 46.131.xxx.xxx

2024-03-12 15:11:35 UTC

Jaan Köpper

Board member

Serienummer: jaan.kopper@bestair.eu

IP: 46.131.xxx.xxx

2024-03-12 15:11:35 UTC

Ivo Köpper

CEO

Serienummer: ivo.kopper@bestair.eu

IP: 87.119.xxx.xxx

2024-03-13 15:08:13 UTC

Ivo Köpper

Chairman

Serienummer: ivo.kopper@bestair.eu

IP: 87.119.xxx.xxx

2024-03-13 15:08:13 UTC

Simon Morthorst

State authorized public accountant

Serienummer: a2f8db80-0044-4b4f-b234-e2c0e64d5a8a

IP: 93.165.xxx.xxx

2024-03-13 15:20:31 UTC



Ivo Köpper

Dirigent

Serienummer: ivo.kopper@bestair.eu

IP: 87.119.xxx.xxx

2024-03-13 15:32:47 UTC

Penneo dokumentnøgle: MNO3V-V5257-TCQP8-CT16FH-NPB2G-48EN0

Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstempelt med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service <penneo@penneo.com>**. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser indlejret i dokumentet ved at anvende Penneos validator på følgende websted: **https://penneo.com/validator**