Midtermolen 1, 2.tv.
2100 København Ø
Danmark

Tel: +45 35 26 52 22
info@mazars.dk
www.forvismazars.com/dk

BRIGHT BIRD A/S
Sandbjergvej 12
Hørsholm

Annual report for the period 1 January to 31 December 2023
(4th Financial year)

Adopted at the annual general meeting on
24 June 2024

Søren Overgaard Eriksen
chairman

CVR-nr. 41 66 08 80

TABLE OF CONTENTS

STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The Board of directors and Board of executives have today discussed and approved the annual report of Bright Bird A/S 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 company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review, including the going concern assumption since a letter of support from the parent entity has been obtained which insures financial support for the next 12 months.

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

Hørsholm, 24 June 2024

Board of executives

Jesper Bernhoft
CEO

Board of directors

John Korsø Jensen chairman	Jesper Bernhoft	Svend Hendrik Leissler
Søren Overgaard Eriksen		

INDEPENDENT AUDITOR'S REPORT

To the shareholder of Bright Bird A/S

Opinion

We have audited the financial statements of Bright Bird A/S for the financial year 1 January - 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 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 are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

INDEPENDENT AUDITOR'S REPORT

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 Financial Statements Act.

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

Copenhagen, 24 June 2024

MAZARS
Statsautoriseret Revisionspartnerselskab
CVR no. 31 06 17 41

Kurt Christensen
Statsautoriseret revisor
(State-authorised Public Accountant)
mne26824

COMPANY DETAILS

The company	Bright Bird A/S Sandbjergvej 12 2970 Hørsholm	
	CVR no.:	41 66 08 80
	Reporting period:	1 January - 31 December 2023
	Domicile:	Hørsholm
Board of directors	John Korsø Jensen, chairman Jesper Bernhoft Svend Hendrik Leissler Søren Overgaard Eriksen	
Board of executives	Jesper Bernhoft, CEO	
Auditors	Mazars Statsautoriseret Revisionspartnerselskab Midtermolen 1, 2.tv. 2100 København Ø	

MANAGEMENT'S REVIEW

Business review
The company provides various services within the security industry including, advisory, personal protection, travel security and end to end safety solutions for businesses, corporate leaders and private individuals.

Financial review
The company's income statement for the year ended 31 December 2023 shows a loss of DKK 34.776.943, and the balance sheet at 31 December 2023 shows negative equity of DKK 45.230.710.

The result is significant below estimated budget for the year due to missing revenue and an overspending.

Financing
A letter of support from the shareholders has been obtained which insures financial support for the next 12 months.

Significant events occurring after the end of the financial year
There has been a change in management in January 2024 and the strategy for the continuing business is only related to the Risk Management advisory. To further support the business shareholder has decided to forgive the debt in June 2024 reducing the debt owed to group companies to 2mDKK

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

ACCOUNTING POLICIES

The annual report of Bright Bird A/S for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

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

The annual report for 2023 is presented in DKK

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

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

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

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

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

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

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

Income statement

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

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

Revenue
Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Income from services is recognised on a straight-line basis as the services are provided.

Other external expenses

Other external expenses include expenses related 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 pensions, as well as other social security contributions, etc. made to the entity's employees.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses on foreign currency transactions etc

Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation.

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

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

Balance sheet

Intangible assets

Goodwill

Acquisitions of entities or assets are accounted for using the purchase method, according to which the acquirees' identifiable assets and liabilities are measured at fair value at the date of acquisition. Provision is made for expenses to adopted and announced plans to restructure the acquired entity in connection with the acquisition. Allowance is made for the tax effect of revaluations made.

Any excess of the cost over the fair value of the identifiable assets and liabilities acquired (goodwill), including restructuring provisions, is recognised as intangible assets and amortised on a systematic basis in the income statement based on an individual assessment of the useful life of the asset. Goodwill arising on acquisition can be restated until the end of the year after the acquisition.

Goodwill is amortised over the expected economic life of the asset, measured by reference to management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 5 years. The amortisation period is based on the assessment that the entities in question are strategically acquired entities with a strong market position and a long-term earnings profile.

Tangible assets

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

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

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

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

	Useful life
Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvemenst	5 years

Investments in subsidiaries, associates and participating interests
Investment in subsidiaries, associates and participating interests are measured at cost. If cost exceeds the recoverable amount, a write-down is made to this lower value.

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

The cost of goods for resale, raw materials and consumables comprises the purchase price plus delivery costs.

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

Receivables
Receivables are measured at amortised cost, which usually corresponds, to nominal value. Bad debts are written down to net realisable value.

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

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

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

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

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

Liabilities

Liabilities to suppliers and other liabilities are measured at amortised cost, normally corresponding to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

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

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2023 DKK	2022 TDKK
Gross profit	3	**-17.126.598**	**-1.051**
Staff costs	2	-13.239.878	-7.350
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-3.032.520	-821
Other operating costs		-209.167	0
Profit/loss before net financials		**-33.608.163**	**-9.222**
Financial income	4	615.427	2
Impairment losses on financial assets		-1.500.000	0
Financial costs	5	-2.975.671	-866
Profit/loss before tax		**-37.468.407**	**-10.086**
Tax on profit/loss for the year		2.691.464	0
Profit/loss for the year		**-34.776.943**	**-10.086**

Recommended appropriation of profit/loss

Retained earnings	-34.776.943	-10.086
	-34.776.943	**-10.086**

BALANCE SHEET 31 DECEMBER

	Note	2023 DKK	2022 TDKK
ASSETS			
Goodwill		0	2.304
Intangible assets	6	**0**	**2.304**
Other fixtures and fittings, tools and equipment	7	899.722	1.358
Leasehold improvements	7	498.321	305
Tangible assets		**1.398.043**	**1.663**
Investments in subsidiaries	8	68.000	1.500
Fixed asset investments		**68.000**	**1.500**
Total non-current assets		**1.466.043**	**5.467**
Finished goods and goods for resale		454.600	1.227
Stocks		**454.600**	**1.227**
Trade receivables		212.840	1.786
Contract work in progress		248.053	0
Receivables from group companies		2.521.445	126
Other receivables		256.034	354
Deferred tax asset		0	914
Corporation tax		2.691.464	0
Prepayments		0	17
Receivables		**5.929.836**	**3.197**
Cash at bank and in hand		**190.860**	**506**
Total current assets		**6.575.296**	**4.930**
Total assets		**8.041.339**	**10.397**

BALANCE SHEET 31 DECEMBER

	Note	2023	2022
		DKK	TDKK
EQUITY AND LIABILITIES			
Share capital		784.314	615
Retained earnings		-46.015.024	-12.232
Equity		**-45.230.710**	**-11.617**
Banks		190.127	54
Trade payables		263.557	997
Payables to group companies		51.086.324	20.494
Other payables		1.732.041	469
Total current liabilities		**53.272.049**	**22.014**
Total liabilities		**53.272.049**	**22.014**
Total equity and liabilities		**8.041.339**	**10.397**
Going Concern	1		
Contingent liabilities	9		
Related parties and ownership structure	10		

STATEMENT OF CHANGES IN EQUITY

	Share capital	Retained earnings	Total
Equity at 1 January 2023	784.314	-11.238.081	-10.453.767
Net profit/loss for the year	0	-34.776.943	-34.776.943
Equity at 31 December 2023	784.314	-46.015.024	-45.230.710

NOTES

1 GOING CONCERN

To secure the continued operations of the company management has obtained a letter of support from the shareholder securing the necessary financial support for the next 12 months. Additionally the shareholder has made a debt forgiveness in June 2024 reducing the debt owed to group companies to 2mDKK.

		2023	2022
		DKK	TDKK
2	**STAFF COSTS**		
	Wages and salaries	11.521.767	6.473
	Pensions	1.203.665	602
	Other social security costs	78.334	13
	Other staff costs	436.112	262
		13.239.878	7.350
	Number of fulltime employees on average	16	7

3 SPECIAL ITEMS

Special items comprise impairment losses of goodwill and investment in subsidiaries that are disposed in January 2024. We refer to the notes of the respective items where the net effect of the revaluations are shown.

		2023	2022
4	**FINANCIAL INCOME**		
	Interest received from subsidiaries	609.311	0
	Other financial income	5.746	0
	Exchange gains	370	2
		615.427	2

		2023	2022
5	**FINANCIAL COSTS**		
	Financial expenses, group entities	2.950.433	828
	Other financial costs	24.667	30
	Exchange loss	571	8
		2.975.671	866

NOTES

6 INTANGIBLE ASSETS

	Goodwill
Cost at 1 January 2023	3.361.567
Cost at 31 December 2023	3.361.567
Impairment losses and amortisation at 1 January 2023	1.057.693
Impairment losses for the year	2.303.874
Impairment losses and amortisation at 31 December 2023	3.361.567
Carrying amount at 31 December 2023	0

7 TANGIBLE ASSETS

	Other fixtures and fittings, tools and equipment	Leasehold improvements
Cost at 1 January 2023	1.553.787	312.440
Additions for the year	413.919	259.228
Disposals for the year	-251.000	0
Cost at 31 December 2023	1.716.706	571.668
Impairment losses and depreciation at 1 January 2023	196.051	7.467
Impairment losses for the year	139.997	0
Depreciation for the year	522.769	65.880
Reversal of impairment and depreciation of sold assets	-41.833	0
Impairment losses and depreciation at 31 December 2023	816.984	73.347
Carrying amount at 31 December 2023	899.722	498.321

NOTES

	2023	2022
	DKK	TDKK
8 INVESTMENTS IN SUBSIDIARIES		
Cost at 1 January 2023	1.500.000	0
Additions for the year	68.000	1.500
Cost at 31 December 2023	1.568.000	1.500
Impairment losses and depreciations of disposals of investments on demerger and sale of enterprise	-1.500.000	0
Revaluations at 31 December 2023	-1.500.000	0
Carrying amount at 31 December 2023	68.000	1.500

9 CONTINGENT LIABILITIES

Other contingent liabilities not recognised in balance sheet
The Company is jointly taxed with other Danish companies in the Bernhoft Global Invest group. The Danish companies of the Group are jointly and severally liable to tax of the Group's jointly taxed income etc. The total payable corporate tax is shown in Bernhoft Global Invest ApS' annual report, registration no. 43 34 05 73, who is managing company in relation to the joint taxation. Furthermore, the Danish companies of the Group are jointly and severally liable to the Danish withholding taxes in form of dividend tax, royalty tax and interest tax. Any future corrections to corporate taxes and withholding taxes can result in a larger amount of the Company's liability.

10 RELATED PARTIES AND OWNERSHIP STRUCTURE

Controlling interest

Bernhoft Global Invest ApS, Hørsholm. Ultimate parent