



Caphold O ApS

Per Henrik Lings Allé 4, 5.
2100 København Ø
CVR No. 42261173

Annual report 2022

The Annual General Meeting adopted the
annual report on 29.06.2023

Jonas Tofte Bøndergaard
Chairman of the General Meeting

Contents

Entity details	2
Statement by Management on the annual report	3
Independent auditor's report	4
Management commentary	7
Consolidated income statement for 2022	10
Consolidated balance sheet at 31.12.2022	11
Consolidated statement of changes in equity for 2022	13
Consolidated cash flow statement for 2022	14
Notes to consolidated financial statements	16
Parent income statement for 2022	21
Parent balance sheet at 31.12.2022	22
Parent statement of changes in equity for 2022	24
Notes to parent financial statements	25
Accounting policies	28

Entity details

Entity

Caphold O ApS

Per Henrik Lings Allé 4, 5.

2100 København Ø

Business Registration No.: 42261173

Date of foundation: 26.03.2021

Registered office: København

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Emil Ignatzi Reinholdt

Sasa Kovacevic

Nicolai Bloch Tobiesen

Stefan Andreas Walter Happak

Executive Board

Emil Ignatzi Reinholdt

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Caphold O ApS for the financial year 01.01.2022 - 31.12.2022.

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

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2022 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 29.06.2023

Executive Board

Emil Ignatzi Reinholdt

Board of Directors

Emil Ignatzi Reinholdt

Sasa Kovacevic

Nicolai Bloch Tobiesen

Stefan Andreas Walter Happak

Independent auditor's report

To the shareholder of Caphold O ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of Caphold O ApS for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2022 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 consolidated financial statements and the parent financial statements" section of this auditor's report. We are independent of the Group 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. 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and the Entity'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 consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group's and the Entity'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 consolidated financial statements and the parent 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 Entity'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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent 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.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the consolidated financial statements and the parent financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent 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 the management commentary.

Copenhagen, 29.06.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bjørn Winkler Jakobsen

State Authorised Public Accountant
Identification No (MNE) mne32127

Henrik Hartmann Olesen

State Authorised Public Accountant
Identification No (MNE) mne34143

Management commentary

Financial highlights

	2022 DKK'000	2021 DKK'000
Key figures		
Gross profit/loss	82,834	34,996
Operating profit/loss	1,617	1,838
Net financials	(4,037)	(1,326)
Profit/loss for the year	(5,882)	(2,149)
Profit for the year excl. minority interests	(5,882)	(2,342)
Balance sheet total	260,861	206,124
Investments in property, plant and equipment	805	812
Equity	125,376	123,012
Equity excl. minority interests	125,376	122,819
Cash flows from operating activities	26,770	(7,939)
Cash flows from investing activities	(67,008)	(176,242)
Cash flows from financing activities	53,394	178,545
Ratios		
Equity ratio (%)	48.06	59.59

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Equity ratio (%):

Equity excl. minority interests * 100

Balance sheet total

Primary activities

The object of the Company is to carry on commercial and investment activities either directly or through wholly-owned or partially-owned subsidiaries. The object also includes holding investments in other companies and other activities naturally related to that object and providing management services.

Caphold O ApS is parent to the Obsidian Group's operating companies and was established on 21 March 2021. Obsidian Group's main activities are to conduct business with digital marketing and strategy.

Development in activities and finances

In 2022, the Group continued extended its activities by acquiring both assets and companies, and among these companies are Casper Hesselund, Blicher and Black Lemon. Three entities have been merger with Obsidian Digital in 2022.

This is the Group's second financial year. The pre-tax profit for the year is a loss of DKK 2.4 million. Group equity stands at DKK 125,376.3 million.

Profit/loss for the year in relation to expected developments

Performance for the year is satisfactory. The result for 2022 is affected by a write down of intangible assets of DKK 8.2 million related to acquired websites in Obsidian Media purchased in prior years

Uncertainty relating to recognition and measurement

The budget for 2023 and forecasts have been approved by management and Board of directors. They include the effect of plans intended to achieve growth and efficiency in the years ahead. The budgets and forecasts forming the basis of the future expected cash flows, are subject to normal business uncertainty.

Outlook

The management is guiding for an EBITDA in the range of DKK 36-46 million after normalisations in 2023.

Use of financial instruments

The Group does not apply hedging instruments. The Group's primary business risk is related to its ability to continue to extend its activities and ensure steady development of products and services etc. The Group is subject to normal risks with respect to receivables, payables and foreign currency. The Group is working on a regular basis to reduce these risks. Interest rate risks exist primarily related to payables to credit institutions. Most of these payables are of a long-term nature and carry a floating short-term interest rate that is adjusted on a quarterly basis. The Group's banking agreement includes covenants..

Knowledge resources

The Group's activities are based on knowledge and expertise in its focus areas. Tools are being developed to improve performance for group customers, and the Group's processes need to be made more efficient and be digitalised.

Environmental performance

The Group is making an ongoing effort to optimise the companies' consumption of materials and waste disposal for the benefit of the environment.

Research and development activities

In 2021, the Company has started developing tools and software to support the Group's services and digital services. The Company has development activities related to software tools. Development activities are

performed by internal employees located in Bosnia and Denmark.

Events after the balance sheet date

In March 2023 the Group was acquired by Findos, a German Private Equity fund.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Consolidated income statement for 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		82,834,001	34,996,255
Staff costs	2	(53,245,648)	(22,597,231)
Depreciation, amortisation and impairment losses	3	(27,970,274)	(10,440,566)
Other operating expenses		(765)	(120,000)
Operating profit/loss		1,617,314	1,838,458
Other financial income		191,309	24,675
Other financial expenses	4	(4,228,731)	(1,350,506)
Profit/loss before tax		(2,420,108)	512,627
Tax on profit/loss for the year	5	(3,462,078)	(2,661,706)
Profit/loss for the year	6	(5,882,186)	(2,149,079)

Consolidated balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Acquired intangible assets		13,047,420	25,069,758
Goodwill		201,083,270	156,745,084
Development projects in progress	8	1,728,235	0
Intangible assets	7	215,858,925	181,814,842
Other fixtures and fittings, tools and equipment		1,163,888	634,463
Leasehold improvements		23,516	30,942
Property, plant and equipment	9	1,187,404	665,405
Deposits		801,481	995,844
Financial assets	10	801,481	995,844
Fixed assets		217,847,810	183,476,091
Manufactured goods and goods for resale		70,900	121,500
Inventories		70,900	121,500
Trade receivables		20,423,486	15,949,711
Contract work in progress		1,081,822	0
Receivables from group enterprises		797,340	0
Deferred tax	11	703,796	4,052
Other receivables		825,524	1,828,595
Tax receivable		55,727	0
Joint taxation contribution receivable		842,026	111,188
Prepayments	12	1,582,695	1,319,025
Receivables		26,312,416	19,212,571
Cash		16,629,622	3,314,151
Current assets		43,012,938	22,648,222
Assets		260,860,748	206,124,313

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		1,000,000	1,000,000
Retained earnings		124,376,276	121,819,205
Equity belonging to Parent's shareholders		125,376,276	122,819,205
Equity belonging to minority interests		0	193,116
Equity		125,376,276	123,012,321
Deferred tax	11	284,190	726,300
Provisions		284,190	726,300
Bank loans		16,023,435	15,858,597
Payables to group enterprises		38,927,894	0
Other payables	13	28,013,991	22,067,998
Non-current liabilities other than provisions	14	82,965,320	37,926,595
Current portion of non-current liabilities other than provisions	14	8,762,091	5,632,159
Bank loans		9,109,399	8,950,383
Prepayments received from customers		1,885,204	1,884,028
Trade payables		5,139,518	2,353,700
Payables to group enterprises		0	10,550,000
Tax payable		4,749,698	3,477,013
Joint taxation contribution payable		952,987	0
Other payables		21,569,065	11,611,814
Deferred income	15	67,000	0
Current liabilities other than provisions		52,234,962	44,459,097
Liabilities other than provisions		135,200,282	82,385,692
Equity and liabilities		260,860,748	206,124,313
Events after the balance sheet date	1		
Contingent liabilities	17		
Assets charged and collateral	18		
Transactions with related parties	19		
Group relations	20		
Subsidiaries	21		

Consolidated statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Equity belonging to Parent's shareholders DKK	Equity belonging to minority interests DKK	Total DKK
Equity beginning of year	1,000,000	121,819,205	122,819,205	193,116	123,012,321
Group contributions etc.	0	7,520,991	7,520,991	0	7,520,991
Other entries on equity	0	725,150	725,150	0	725,150
Transfer to reserves	0	193,116	193,116	(193,116)	0
Profit/loss for the year	0	(5,882,186)	(5,882,186)	0	(5,882,186)
Equity end of year	1,000,000	124,376,276	125,376,276	0	125,376,276

Consolidated cash flow statement for 2022

	Notes	2022 DKK	2021 DKK
Operating profit/loss		1,617,314	1,838,458
Amortisation, depreciation and impairment losses		27,984,774	10,440,566
Working capital changes	16	6,625,862	(17,473,085)
Cash flow from ordinary operating activities		36,227,950	(5,194,061)
Financial income received		191,309	24,675
Financial expenses paid		(4,228,731)	(1,350,507)
Taxes refunded/(paid)		(5,545,767)	(1,419,543)
Other cash flows from operating activities		125,000	0
Cash flows from operating activities		26,769,761	(7,939,436)
Acquisition etc. of intangible assets		(1,232,761)	(2,627,500)
Acquisition of fixed asset investments		0	(974,784)
Acquisition of enterprises		(65,969,140)	(172,639,222)
Deposits		194,363	0
Cash flows from investing activities		(67,007,538)	(176,241,506)
Free cash flows generated from operations and investments before financing		(40,237,777)	(184,180,942)
Loans raised		3,453,786	21,490,756
Incurrence of debt to group enterprises		38,927,894	10,550,000
Establishment of entity		0	125,354,517
Loans from other credit institutions		7,178,923	20,835,068
Additions of cash through acquisition of entities		3,833,628	314,370
Cash flows from financing activities		53,394,231	178,544,711
Increase/decrease in cash and cash equivalents		13,156,454	(5,636,231)
Cash and cash equivalents beginning of year		(5,636,231)	0
Cash and cash equivalents end of year		7,520,223	(5,636,231)

Cash and cash equivalents at year-end are composed of:

Cash	16,629,622	3,314,151
Short-term bank loans	(9,109,399)	(8,950,382)
Cash and cash equivalents end of year	7,520,223	(5,636,231)

Notes to consolidated financial statements

1 Events after the balance sheet date

In March 2023 the Group was acquired by Findos, a German Private Equity fund.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

2 Staff costs

	2022 DKK	2021 DKK
Wages and salaries	51,422,744	20,639,334
Pension costs	369,554	34,775
Other social security costs	745,105	(244,985)
Other staff costs	708,245	2,168,107
	53,245,648	22,597,231
Average number of full-time employees	91	73

No information regarding management remuneration is provided in accordance with ÅRL section 98b, subsectgion 3

3 Depreciation, amortisation and impairment losses

	2022 DKK	2021 DKK
Amortisation of intangible assets	18,903,123	7,896,871
Impairment losses on intangible assets	8,181,533	0
Depreciation on property, plant and equipment	283,119	1,932
Profit/loss from sale of intangible assets and property, plant and equipment	602,499	16,948
	27,970,274	7,915,751

4 Other financial expenses

	2022	2021
	DKK	DKK
Financial expenses from group enterprises	978,435	0
Other interest expenses	1,231,487	1,222,060
Exchange rate adjustments	144,873	78,446
Interest expenses from tax paid on account	123,358	0
Other financial expenses	1,750,578	50,000
	4,228,731	1,350,506

5 Tax on profit/loss for the year

	2022	2021
	DKK	DKK
Current tax	4,765,726	2,328,978
Change in deferred tax	(1,237,949)	311,628
Adjustment concerning previous years	(65,699)	21,100
	3,462,078	2,661,706

6 Proposed distribution of profit/loss

	2022	2021
	DKK	DKK
Retained earnings	(5,882,186)	(2,342,195)
Minority interests' share of profit/loss	0	193,116
	(5,882,186)	(2,149,079)

7 Intangible assets

	Acquired intangible assets DKK	Goodwill DKK	Development projects in progress DKK
Cost beginning of year	29,658,061	166,503,857	0
Addition through business combinations etc	0	60,213,003	495,474
Additions	0	0	1,232,761
Disposals	(1,150,000)	0	0
Cost end of year	28,508,061	226,716,860	1,728,235
Amortisation and impairment losses beginning of year	(4,588,302)	(9,758,773)	0
Impairment losses for the year	(8,181,533)	0	0
Amortisation for the year	(3,028,306)	(15,874,817)	0
Reversal regarding disposals	337,500	0	0
Amortisation and impairment losses end of year	(15,460,641)	(25,633,590)	0
Carrying amount end of year	13,047,420	201,083,270	1,728,235

8 Development projects

The cost price of development projects is derived from time spend from internal developers and expressed in man-hours and the cost of a man-hour for development of the Group's main software assets and platform for efficient work and analysis related to technologies in the marketing industry.

9 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	694,546	37,130
Additions	805,123	0
Cost end of year	1,499,669	37,130
Depreciation and impairment losses beginning of year	(60,088)	(6,188)
Depreciation for the year	(275,693)	(7,426)
Depreciation and impairment losses end of year	(335,781)	(13,614)
Carrying amount end of year	1,163,888	23,516

10 Financial assets

	Deposits DKK
Cost beginning of year	1,211,847
Disposals	(194,366)
Cost end of year	1,017,481
Impairment losses beginning of year	(216,000)
Impairment losses end of year	(216,000)
Carrying amount end of year	801,481

11 Deferred tax

	2022 DKK	2021 DKK
Changes during the year		
Beginning of year	(722,248)	(332,728)
Recognised in the income statement	1,237,949	0
Addition of deferred tax throughout acquisitions og entities etc.	0	(389,520)
Other additions	(96,095)	0
End of year	419,606	(722,248)

	2022 DKK	2021 DKK
Deferred tax has been recognised in the balance sheet as follows		
Deferred tax assets	703,796	4,052
Deferred tax liabilities	(284,190)	(726,300)
	419,606	(722,248)

Deferred tax relates to intangible assets and fixed assets.

Deferred tax assets

No special conditions have been set to recognise and measure deferred tax assets.

12 Prepayments

Prepayments comprise incurred costs relating to subsequent financial years such as administration costs. Prepayments are measured at cost.

13 Other payables

	2022 DKK	2021 DKK
Wages and salaries, personal income taxes, social security costs, etc. payable	(1,555)	2,000
Holiday pay obligation	15,990	1,230,930
Other costs payable	27,999,556	0
	28,013,991	1,232,930

Other cost payables comprises shareholder loans. The interest has been fixed at arm length and terms of repayment has been settled for exit event, or event of default.

14 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK	Due within 12 months 2021 DKK	Due after more than 12 months 2022 DKK
Bank loans	8,762,091	5,632,159	16,023,435
Payables to group enterprises	0	0	38,927,894
Other payables	0	0	28,013,991
	8,762,091	5,632,159	82,965,320

15 Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

16 Changes in working capital

	2022 DKK	2021 DKK
Increase/decrease in receivables	(5,613,536)	(7,156,648)
Increase/decrease in trade payables etc.	2,785,818	717,458
Other changes	9,453,580	(11,033,895)
	6,625,862	(17,473,085)

17 Contingent liabilities

The Parent and the Danish subsidiaries participate in a Danish joint taxation arrangement in which TopCo O ApS,

cvr. no. 42 26 06 73 serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Parent and the Danish subsidiaries are therefore liable for income taxes etc. for the jointly taxed entities, and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

18 Assets charged and collateral

The group company Obsidian Group ApS has provided self-debtor surety to affiliated companies, to security for the group's bank debt. Bank debt amounts to 31 December 2022 a total of 33.9 million DKK

The company has collateral in movable assets relating to debts to banks with a principal amount of DKK 14,500,000.

19 Non-arm's length related party transactions

Only non-arm's length related party transactions are disclosed in the annual report. No such transactions were conducted during the financial year.

20 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: TopCo O ApS, Store Kongensgade 118, 1 th., 1264 København K - CVR Nr. 42 26 06 73

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: CapHold O ApS, Store Kongensgade 118, 1 th., 1264 København K - CVR Nr. 42 26 11 73

21 Subsidiaries

	Registered in	Corporate form	Ownership %
Obsidian Group ApS	Copenhagen	Anpartsselskab	100.00
Obsidian Digital A/S	Copenhagen	Aktieselskab	100.00
Obsidian Media ApS	Aarhus C	Anpartsselskab	100.00
Black Lemon ApS	Copenhagen	Anpartsselskab	100.00
Bondtofte & Co. ApS	Odense C	Anpartsselskab	100.00
Heymedia ApS	Aarhus C	Anpartsselskab	100.00
Obsidian Digital d.o.o.	Bosnia	d.o.o	100.00

Parent income statement for 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		2,112,146	(1,049,638)
Staff costs	1	(1,995,264)	(961,000)
Operating profit/loss		116,882	(2,010,638)
Income from investments in group enterprises		(4,775,042)	403,062
Other financial income	2	130,449	0
Other financial expenses		(1,666,494)	(845,807)
Profit/loss before tax		(6,194,205)	(2,453,383)
Tax on profit/loss for the year		312,019	111,188
Profit/loss for the year	3	(5,882,186)	(2,342,195)

Parent balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Investments in group enterprises		146,128,676	142,657,578
Receivables from group enterprises		5,625,671	0
Financial assets	4	151,754,347	142,657,578
Fixed assets		151,754,347	142,657,578
Receivables from group enterprises		1,439,453	898,153
Deferred tax	5	312,019	0
Other receivables		0	219,594
Joint taxation contribution receivable		115,966	111,188
Receivables		1,867,438	1,228,935
Cash		43,079	81,231
Current assets		1,910,517	1,310,166
Assets		153,664,864	143,967,744

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		1,000,000	1,000,000
Reserve for net revaluation according to equity method		0	403,062
Retained earnings		124,376,276	121,609,260
Equity		125,376,276	123,012,322
Other payables		27,999,556	20,835,068
Non-current liabilities other than provisions	6	27,999,556	20,835,068
Trade payables		1,975	0
Other payables		287,057	120,354
Current liabilities other than provisions		289,032	120,354
Liabilities other than provisions		28,288,588	20,955,422
Equity and liabilities		153,664,864	143,967,744
Unrecognised rental and lease commitments	7		
Contingent liabilities	8		
Related parties with controlling interest	9		
Transactions with related parties	10		

Parent statement of changes in equity for 2022

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1,000,000	403,062	121,609,260	123,012,322
Group contributions etc.	0	0	7,520,991	7,520,991
Other entries on equity	0	725,149	0	725,149
Transfer to reserves	0	3,646,831	(3,646,831)	0
Profit/loss for the year	0	(4,775,042)	(1,107,144)	(5,882,186)
Equity end of year	1,000,000	0	124,376,276	125,376,276

Notes to parent financial statements

1 Staff costs

	2022 DKK	2021 DKK
Wages and salaries	1,988,248	961,000
Other social security costs	7,016	0
	1,995,264	961,000
Average number of full-time employees	2	2

Remuneration

	of Management 2022 DKK
Total amount for management categories	1,982,248
	1,982,248

2 Other financial income

	2022 DKK	2021 DKK
Financial income from group enterprises	125,671	0
Interest income from tax paid on account	4,778	0
	130,449	0

3 Proposed distribution of profit and loss

	2022 DKK	2021 DKK
Retained earnings	(5,882,186)	(2,342,195)
	(5,882,186)	(2,342,195)

4 Financial assets

	Investments in group enterprises DKK	Receivables from group enterprises DKK
Cost beginning of year	142,254,516	0
Addition through business combinations etc	15,041,982	0
Disposals on divestments etc.	(7,520,991)	0
Additions	0	5,625,671
Cost end of year	149,775,507	5,625,671
Revaluations beginning of year	403,062	0
Adjustments on equity	725,149	0
Amortisation of goodwill	(4,743,853)	0
Share of profit/loss for the year	(31,189)	0
Revaluations end of year	(3,646,831)	0
Carrying amount end of year	146,128,676	5,625,671

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

Remaining goodwill amount recognized as of 31. december 2022 amounts to DKK 86,970,643.

The receivable from group entity accrues interest. Refund date has been set to 31 December 2031.

5 Deferred tax

	2022 DKK
Changes during the year	
Recognised in the income statement	312,019
End of year	312,019

Deferred tax assets

No special conditions have been set to recognise and measure deferred tax assets.

6 Non-current liabilities other than provisions

	Due after more than 12 months 2022 DKK	Outstanding after 5 years 2022 DKK
Other payables	27,999,556	27,999,556
	27,999,556	27,999,556

7 Unrecognised rental and lease commitments

	2022 DKK	2021 DKK
Total liabilities under rental or lease agreements until maturity	0	911,000

8 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which TopCo O ApS CVR no. 42 26 06 73 serves as the administration company.

According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc. for the jointly taxed entities, and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

9 Related parties with controlling interest

MidCo O ApS, Per Henrik Lings Allé 4, 5 2100 København Ø Danmark owns all shares in the Entity, thus exercising control.

10 Non-arm's length related party transactions

Only non-arm's length related party transactions are disclosed in the annual report. No such transactions were conducted during the financial year.

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year.

Non-comparability

In 2022 the group has acquired and merged with a number of entities why 2022 and 2021 figures are not comparable. Comparative figures have not been restated.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition

date, with net assets having been calculated at fair value.

Business combinations

Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised in intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

The uniting-of-interests method is applied on acquisition of enterprises, mergers, demergers, contributions of assets and exchanges of shares, etc. in which the enterprises concerned are controlled by the Parent, under which method the combination is considered completed at the date of acquisition without restatement of comparative figures. Under the uniting-of-interests method, the acquiree's assets and liabilities are recognised at their carrying amounts, adjusted for any differences in accounting policies and accounting estimates. The difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity.

The modified uniting-of-interests method is applied to vertical mergers in which the participating entities are subject to the Parent's control. Under this method, assets and liabilities of the participating entities are recognised at the amounts at which they are recognised in the consolidated financial statements of the parent forming part of the merger. Vertical mergers are recognised at the merger date without restatement of comparative figures.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

Own work capitalised

Own work capitalised comprises staff costs and other costs incurred in the financial year and recognised in cost for proprietary intangible assets and property, plant and equipment.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary

activities.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise wages and salaries, and social security contributions, pension contributions, etc. for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Other operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Parent is jointly taxed with all of its Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Goodwill

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years.

For other amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 20 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Intellectual property rights etc.

Intellectual property rights etc. comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. Straight-line depreciation is made based on the estimated useful lives of intellectual property rights of 3 years.

When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity in the reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Intellectual property rights acquired are measured at cost less accumulated amortisation.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	5 years
Leasehold improvements	5 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are recognised and measured in the parent financial statements according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Reference is made to the above section on business combinations for more details about the accounting policies applied to acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Goodwill is the difference between cost of investments and fair value of the pro rata share of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Contract work in progress

Contract work in progress is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a contract in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet in receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts, and finance costs are recognised in the income statement as incurred.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions payable or receivable

Current joint taxation contributions payable or receivable are recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Minority interests

On initial recognition, minority interests are measured at the minority interests' share of the acquiree's net assets measured at fair value. No goodwill related to the minority interests' equity interests in the acquiree is recognised.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes, and financial income, financial expenses and income tax paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc. of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, repayments of interest-bearing debt, including lease liabilities, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk.