



SystemTeknik af 2021 A/S

Sundsholmen 3
DK-9400 Nørresundby

CVR no. 42 74 94 19

Annual report 2021/22

The annual report was presented and adopted at the
Company's annual general meeting

on _____ 20 _____

chairman of the annual general meeting

SystemTeknik af 2021 A/S

Annual report 2021/22

CVR no. 42 74 94 19

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of SystemTeknik af 2021 A/S for the financial year 15 October 2021 – 31 December 2022.

The annual report has been 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 assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 15 October 2021 – 31 December 2022.

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

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

Nørresundby, 7 July 2023
Executive Board:

Ole Madsen

Board of Directors:

Asbjørn Berge
Chairman

Gert Nielsen

Rasmus Hans Jensen

Ole Madsen

Independent auditor's report

To the shareholders of SystemTeknik af 2021 A/S

Opinion

We have audited the financial statements of SystemTeknik af 2021 A/S for the financial year 15 October 2021 – 31 December 2022, comprising income statement, balance sheet and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial year 15 October 2021 – 31 December 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 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' 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 responsibility 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made 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 company 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 the Management's review -

Management is responsible for the Management's review.

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

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

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

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

Aalborg, 7 July 2023

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Steffen S. Hansen
State Authorised
Public Accountant
mne32737

SystemTeknik af 2021 A/S

Annual report 2021/22

CVR no. 42 74 94 19

Management's review

Company details

SystemTeknik af 2021 A/S
Sundsholmen 3
DK-9400 Nørresundby

Telephone: +45 96 31 73 33
Website: www.systemteknik.dk

CVR no. 42 74 94 19
Established: 12 October 2021
Registered office: Nørresundby
Financial year: 1 January – 31 December (first year 15 October 2021 – 31 December 2022)

Executive Board

Ole Madsen

Board of Directors

Asbjørn Berge, Chairman
Gert Nielsen
Rasmus Hans Jensen
Ole Madsen

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Østre Havnegade 22D,
DK-9000 Aalborg
CVR no. 25 57 81 98

Attorney

DAHL Advokatpartnerselskab

Bank

Nordea Bank

Management's review

Operating review

Principal activities

The Company's activities were acquired from a former company as part of a financial restructuring process.

SystemTeknik af 2021 A/S' principal activities are construction, production and sales of control panels, power distribution panels and sales of related software and services.

The Company serves international and national customers in the maritime, industrial, building & construction sectors as well as utilities and companies operating in the energy sector.

Development in activities and financial position

The Company's income statement for 2021/22 shows a loss of DKK 2.0 million.

The loss was mainly due to the completion of acquired loss-making projects with low margin due to significant component price increases and supply chain challenges.

Furthermore, results were impacted by one-off costs incurred during the first phase.

Operations gradually turned profitable during the financial year.

The Company's financial position was sound end of 2022 with equity of DKK 7.8 million equivalent to a solvency ratio of 26% and 53% including subordinated loans from shareholders.

Liquidity ratio exceeds 2, and the Company has cash resources in place to fund operations in 2023.

Based on its performance during 2021/22 and project backlog at 31 December 2022, the Company expects to enjoy significantly improved results for 2023.

Events after the balance sheet date

No events have occurred after the financial year end with an impact on the financial statements for 2021/22.

As expected, the first half year of 2023 shows increased activity and profitable operations, and the project backlog was promising end of June 2023. Profit before tax exceeds DKK 2 million for first half year of 2023, and the Company also has significant cash resources at the time for completing the financial statements.

Financial statements 15 October 2021 – 31 December 2022

Income statement

| DKK'000 | Note | 21/2022 |
|--|------|---------|
| Gross profit | | 11,687 |
| Staff costs | 2 | -17,165 |
| Depreciation | | -171 |
| Loss before financial income and expenses | | -5,649 |
| Other financial income | 3 | 3,613 |
| Other financial expenses | 4 | -960 |
| Loss before tax | | -2,996 |
| Tax on loss for the year | | 1,000 |
| Loss for the year | | -1,996 |

Proposed distribution of loss

| | |
|-------------------|--------|
| Retained earnings | -1,996 |
| | -1,996 |

Financial statements 15 October 2021 – 31 December 2022

Balance sheet

| | Note | 31/12 2022 | 15/10 2021 | Opening balance sheet |
|--|------|------------|------------|-----------------------------|
| DKK'000 | | | | |
| ASSETS | | | | |
| Fixed assets | | | | |
| Intangible assets | | | | |
| Patents, licences and software | | 1,631 | 100 | |
| Tangible assets | | | | |
| Fixtures and fittings, tools and equipment and leasehold improvement | | 380 | 300 | |
| Investments | | | | |
| Equity investments in subsidiary | | 865 | 50 | |
| Receivables from subsidiary | | 8,034 | 6,284 | |
| Deposits | | 300 | 50 | |
| | | 9,199 | 6,384 | |
| Total fixed assets | | 11,210 | 6,784 | |
| Current assets | | | | |
| Inventories | | | | |
| Raw materials and consumables | | 2,284 | 1,048 | |
| Receivables | | | | |
| Trade receivables | | 9,535 | 6,061 | |
| Contract work in progress | 5 | 2,254 | 309 | |
| Receivable from group entities | | 251 | 0 | |
| Receivable from associates | | 566 | 0 | |
| Deferred tax | | 1,184 | 0 | |
| Other receivables | | 1,544 | 0 | |
| Prepayments | | 203 | 0 | |
| | | 15,537 | 6,370 | |
| Cash at bank and in hand | | 813 | 0 | |
| Total current assets | | 18,634 | 7,418 | |
| TOTAL ASSETS | | 29,844 | 14,202 | |

Financial statements 15 October 2021 – 31 December 2022

Balance sheet

| | Note | 31/12 2022 | 15/10 2021 | Opening balance sheet |
|---|------|---------------|---------------|-----------------------------|
| DKK'000 | | | | |
| EQUITY AND LIABILITIES | | | | |
| Equity | | | | |
| Contributed capital | | 866 | 500 | |
| Fair value reserve for foreign currency translation of foreign entities | | -654 | 0 | |
| Retained earnings | | 7,588 | 8,284 | |
| Total equity | | 7,800 | 8,784 | |
| Liabilities | | | | |
| Non-current liabilities | | | | |
| Subordinated loans | 6 | 7,890 | 0 | |
| Loan from shareholders | | 0 | 5,108 | |
| Payables to credit institutions | | 5,100 | 0 | |
| | | 12,990 | 5,108 | |
| Current liabilities | | | | |
| Prepayments received from customers | 5 | 2,864 | 0 | |
| Trade payables | | 2,483 | 0 | |
| Other payables | | 3,707 | 310 | |
| | | 9,054 | 310 | |
| Total liabilities | | 22,044 | 5,418 | |
| TOTAL EQUITY AND LIABILITIES | | 29,844 | 14,202 | |

Financial statements 15 October 2021 – 31 December 2022

Statement of changes in equity

| DKK'000 | Contributed capital | Share premium | Fair value reserve for foreign currency translation of foreign entities | Retained earnings | | Total |
|---|---------------------|---------------|---|-------------------|--------------|--------|
| | | | | Retained earnings | Total | |
| Balance at 15 October 2021 | 500 | 0 | 0 | 8,284 | 8,284 | 8,784 |
| Transferred over the distribution of loss | 0 | 0 | 0 | | -1,996 | -1,996 |
| Currency adjustment during the year | 0 | 0 | -654 | | 0 | -654 |
| Capital increase | 366 | 1,300 | 0 | 0 | 0 | 1,666 |
| Transfer | | -1,300 | 0 | 1,300 | 0 | 0 |
| Balance at 31 December 2022 | 866 | 0 | -654 | 7,588 | 7,800 | |

Financial statements 15 October 2021 – 31 December 2022

Notes

1 Accounting policies

The annual report of SystemTeknik af 2021 A/S for 2011/22 has been prepared in accordance with the provisions applying to reporting class B entities as well as selected rules applying to reporting class C entities under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are set out below.

Pursuant to section 110(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date.

Receivables, 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

Gross profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Revenue

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

For products with a high degree of customisation, revenue is recognised as production takes place, and accordingly, revenue corresponds to the selling price of the work performed for the year (the percentage of completion method). When total income and costs attributable to the contract or the stage of completion at the balance sheet date cannot be estimated reliably, revenue is recognised only at costs incurred and only to the extent that the recovery thereof is likely.

Revenue from the sale of services is recognised on a straight-line basis in the income statement as the services are provided.

Services based on time spent are recognised in revenue as the work is performed.

Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year. This item also comprises direct costs for goods for resale and changes to inventory of goods for resale.

Financial statements 15 October 2021 – 31 December 2022

Notes

1 Accounting policies (continued)

Other operating income

Other operating income comprises items secondary to the activities of the Company, including gains on the disposal of intangible assets and property, plant and equipment as well as payroll refunds.

Other external costs

Other external costs comprise costs of distribution, sales and advertising, administrative expenses, costs of premises, bad debts, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs.

Income from other equity investments and securities

Income from other equity investments and securities comprises realised capital gains and losses from other equity investments and securities recognised as investments or current assets in the balance sheet.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments in subsidiaries and participating interests (including associates) measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared.

Tax on profit/loss for the year

Tax for the year comprises current tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement at the amount attributable to the profit/loss for the year and directly in equity at the amount attributable to entries directly in equity.

Balance sheet

Intangible assets

Patents and licences and software development are measured at cost less accumulated amortisation and impairment losses, and amortised on a straight-line basis over the remaining life, however, not exceeding 5 years.

Internally costs are not capitalised.

Financial statements 15 October 2021 – 31 December 2022

Notes

1 Accounting policies (continued)

Tangible assets

Fixtures and fittings, tools and equipment and leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

| | |
|--|---------|
| Fixtures and fittings, tools and equipment | 5 years |
| Leasehold improvements | 5 years |

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Leases

All leases are considered operating leases. Payments relating to operating leases and other leases are recognised in the income statement over the term of the lease. The Company's total obligation relating to operating leases and other leases is disclosed as contractual obligations and contingencies, etc.

Equity investments in subsidiaries

Equity investments in subsidiaries and participating interests (including associates) are measured at cost. In case of indication of impairment, an impairment test is conducted. When the cost exceeds the recoverable amount, write-down is made to this lower value.

Other receivables and deposits are recognised at amortised cost.

Impairment of fixed assets

The carrying amount of intangible assets and tangible assets as well as equity investments in subsidiaries is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

Financial statements 15 October 2021 – 31 December 2022

Notes

1 Accounting policies (continued)

Inventories

Inventories are measured at cost in accordance with the average method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Contract work in progress

Contract work in progress is measured at the selling price of the work performed less progress billings and expected losses. The selling price is measured on the basis of the stage of completion at the balance sheet date and the projected income from the individual contract work in progress. The stage of completion is stated as the share of costs incurred in proportion to estimated total costs relating to the individual contract work in progress.

When the selling price of contract work in progress cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual contract work in progress is recognised in the balance sheet as receivables or payables, respectively. Net assets comprise the total of contract work in progress where the selling price of the work performed exceeds progress billings. Net liabilities comprise the total of contract work in progress where progress billings exceed the selling price.

Costs arising from sales work and contracting are recognised in the income statement as incurred.

Cash at bank and in hand

Cash at bank and in hand comprise cash and bank deposits.

Financial statements 15 October 2021 – 31 December 2022

Notes

1 Accounting policies (continued)

Equity

Dividends

The expected dividend payment for the year is disclosed as a separate item under equity.

Reserve for foreign currency translation

Exchange adjustment of foreign entities and net investments therein are recognised in a separate reserve for foreign currency translation in equity. The reserve is dissolved and recognised in the income statement as the amounts are realised. The reserve is distributable and therefore available for dividend distribution.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities measured on the planned use of the asset or settlement of the liability, respectively. However, deferred tax is not recognised on temporary differences relating to office buildings non-deductible for tax purposes and other items where temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Liabilities

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

Other liabilities are measured at amortised cost.

Financial statements 15 October 2021 – 31 December 2022

Notes

| | DKK'000 | 2021/22 |
|---------------------------------------|---------|----------------|
| 2 Staff costs | | |
| Wages and salaries | 15,582 | |
| Pensions | 1,049 | |
| Other social security costs | 109 | |
| Other personnel costs | 425 | |
| | | <hr/> |
| | | 17,165 |
| Average number of full-time employees | | <hr/> <hr/> 27 |
| | | <hr/> |
| 3 Financial income | | |
| Interest income from subsidiaries | 308 | |
| Debt forgiveness of shareholder loans | 3,200 | |
| Other interest income | 105 | |
| | | <hr/> |
| | | 3,613 |
| | | <hr/> |
| 4 Financial expenses | | |
| Interest expense to shareholder loan | 411 | |
| Other interest expenses | 549 | |
| | | <hr/> |
| | | 960 |
| | | <hr/> |

Financial statements 15 October 2021 – 31 December 2022

Notes

| | DKK'000 | 31/12 2022 |
|--|-----------------------------------|---|
| 5 Contract work in progress | | |
| Selling price of work performed | | 21,956 |
| Progress billings | | <u>-22,566</u> |
| | | <u>-610</u> |
| that can be specified as follows: | | |
| Contract work in progress (assets) | | 2,254 |
| Contract work in progress (equity and liabilities) | | <u>-2,864</u> |
| | | <u>-610</u> |
| 6 Non-current liabilities | | |
| DKK'000 | Total debt at 31/12 2022 | Outstan- ding debt after 5 years |
| Subordinated loans | 7,890 | 7,890 |
| Payables to credit institutions | <u>5,100</u> | <u>5,100</u> |
| | <u>12,990</u> | <u>12,990</u> |

Collateral is disclosed in note 9.

Financial statements 15 October 2021 – 31 December 2022

Notes

8 Contractual obligations, contingencies, etc.

Lease obligations

The Company has entered into operating leases at the following amounts:

The remaining term of the leases is 4-32 months with an average monthly lease payment of DKK 12 thousand, totalling DKK 177 thousand.

The Company has entered into a tenancy agreement with annual rent of DKK 599 thousand. The remaining term of the agreement is eight months after which the tenancy may be terminated by giving six months' notice.

Contingent liabilities

The Company has provided payment and performance guarantees totalling DKK 130 thousand (2021: DKK 9,260 thousand) via its bank and other partners.

The Company is jointly taxed with other Danish group entities and entities controlled by its ultimate Parent Company, Nordjysk Invest 1 ApS. As a jointly taxed company, the Company has joint unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties within the joint taxation unit. Any subsequent corrections of income subject to joint taxation or withholding taxes could result in an increased liability for the Company.

9 Collateral

A deed registered to the bank of DKK 12.0 million thousand secured on pledged assets has been registered as collateral for balances with credit institution. Collateral is provided on specific assets with a carrying amount of DKK 16,492 thousands.

The shares in subsidiary and receivable from subsidiary have been pledged to credit institution as guarantee for the facility provided by the credit institution to the Company. Collateral is provided on specific assets with a carrying amount of DKK 8,899 thousands.

The Company has provided guarantees for balances with credit institution.

10 Related parties

Nordjysk Invest I ApS controls the majority of the contributed capital in the Company.

11 Events after the balance sheet date

No events have occurred after the balance sheet date to this date that would influence the assessment and evaluation of this annual report in any material way.

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Gert Nielsen

Bestyrelsesmedlem

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Asbjørn Berge

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Ole Madsen

Direktør

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Ole Madsen

Bestyrelsesmedlem

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Rasmus Hans Jensen

Bestyrelsesmedlem

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Steffen Sjørslev Hansen

Statsautoriseret revisor

På vegne af: KPMG Statsautoriseret Revisionspartners...

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Asbjørn Berge

Dirigent

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