Deloitte.



CN3 A/S

Telefonvej 8 D, 3.
2860 Søborg
CVR No. 35225870

Annual report 01.07.2023 - 30.06.2024

The Annual General Meeting adopted the annual report on 26.11.2024

Dan Højgaard Jensen
Chairman of the General Meeting

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Entity details

Entity

CN3 A/S
Telefonvej 8 D, 3.
2860 Søborg

Business Registration No.: 35225870
Registered office: Gladsaxe
Financial year: 01.07.2023 - 30.06.2024

Board of Directors

Michael Gauguin Houghton-Larsen
Jørgen Vilhelm Løvenørn Bardenfleth
Rolf Carlsen
Dan Højgaard Jensen

Executive Board

Jens Fobian-Larsen
Rolf Carlsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of CN3 A/S for the financial year 01.07.2023 - 30.06.2024.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.06.2024 and of the results of its operations for the financial year 01.07.2023 - 30.06.2024.

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.

Søborg, 26.11.2024

Executive Board

Jens Fobian-Larsen

Rolf Carlsen

Board of Directors

Michael Gauguin Houghton-Larsen

Jørgen Vilhelm Løvenørn Bardenfleth

Rolf Carlsen

Dan Højgaard Jensen

Independent auditor's extended review report

To the shareholders of CN3 A/S

Conclusion

We have performed an extended review of the financial statements of CN3 A/S for the financial year 01.07.2023 - 30.06.2024, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.06.2024 and of the results of its operations for the financial year 01.07.2023 - 30.06.2024 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's responsibilities for the financial statements

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

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting 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 extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity

personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

Statement on the management commentary

Management is responsible for the management commentary.

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

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 26.11.2024

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

René Winther Pedersen
State Authorised Public Accountant
Identification No (MNE) mne34173

Management commentary

Primary activities

The principal activities comprise consultancy within construction, technology and management, as well as software development.

Description of material changes in activities and finances

No events have occurred after the end of the financial year of material importance for the company's financial position.

Income statement for 2023/24

	Notes	2023/24 DKK	2022/23 DKK
Gross profit/loss		**40,516,280**	**32,880,652**
Staff costs	1	(20,862,290)	(15,450,610)
Depreciation, amortisation and impairment losses	2	(101,148)	(699,569)
Operating profit/loss		**19,552,842**	**16,730,473**
Other financial income	3	393,849	108,914
Other financial expenses		(274,731)	(37,445)
Profit/loss before tax		**19,671,960**	**16,801,942**
Tax on profit/loss for the year	4	(4,455,904)	(3,713,384)
Profit/loss for the year		**15,216,056**	**13,088,558**
Proposed distribution of profit and loss			
Ordinary dividend for the financial year		10,000,000	5,100,000
Retained earnings		5,216,056	7,988,558
Proposed distribution of profit and loss		**15,216,056**	**13,088,558**

Balance sheet at 30.06.2024

Assets

	Notes	2023/24 DKK	2022/23 DKK
Completed development projects	6	42,450	0
Development projects in progress	6	0	14,900
Intangible assets	5	**42,450**	**14,900**
Other fixtures and fittings, tools and equipment		676,517	444,491
Property, plant and equipment	7	**676,517**	**444,491**
Deposits		766,358	749,012
Financial assets	8	**766,358**	**749,012**
Fixed assets		**1,485,325**	**1,208,403**
Trade receivables		24,345,465	16,102,461
Receivables from group enterprises		2,328,466	3,822,517
Other receivables		30,553	0
Prepayments		980,877	723,340
Receivables		**27,685,361**	**20,648,318**
Cash		**24,353,244**	**17,301,742**
Current assets		**52,038,605**	**37,950,060**
Assets		**53,523,930**	**39,158,463**

Equity and liabilities

	Notes	2023/24 DKK	2022/23 DKK
Contributed capital		500,000	500,000
Reserve for development expenditure		33,111	11,622
Retained earnings		21,202,909	16,008,342
Proposed dividend		10,000,000	5,100,000
Equity		**31,736,020**	**21,619,964**
Deferred tax		156,212	91,489
Other provisions	9	8,600,000	4,933,000
Provisions		**8,756,212**	**5,024,489**
Income tax payable		2,381,746	2,975,124
Other payables		0	658,103
Non-current liabilities other than provisions	10	**2,381,746**	**3,633,227**
Bank loans		197,858	93,751
Trade payables		4,790,694	1,663,402
Payables to group enterprises		2,445,197	2,381,027
Other payables		2,951,287	4,285,020
Deferred income		264,916	457,583
Current liabilities other than provisions		**10,649,952**	**8,880,783**
Liabilities other than provisions		**13,031,698**	**12,514,010**
Equity and liabilities		**53,523,930**	**39,158,463**
Contingent liabilities	11		

Statement of changes in equity for 2023/24

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	500,000	11,622	16,008,342	5,100,000	21,619,964
Ordinary dividend paid	0	0	0	(5,100,000)	(5,100,000)
Transfer to reserves	0	21,489	(21,489)	0	0
Profit/loss for the year	0	0	5,216,056	10,000,000	15,216,056
Equity end of year	**500,000**	**33,111**	**21,202,909**	**10,000,000**	**31,736,020**

Notes

1 Staff costs

	2023/24 DKK	2022/23 DKK
Wages and salaries	19,435,015	14,348,665
Pension costs	1,228,623	937,215
Other social security costs	198,652	164,730
	20,862,290	**15,450,610**

Number of employees at balance sheet date	**32**	**28**
Average number of full-time employees	**26**	**21**

2 Depreciation, amortisation and impairment losses

	2023/24 DKK	2022/23 DKK
Amortisation of intangible assets	7,450	317,072
Impairment losses on intangible assets	0	334,976
Depreciation of property, plant and equipment	93,698	47,521
	101,148	**699,569**

The Entity has as result of changes in technological industry, written down completed developments projects with DKK ('000) 335.

3 Other financial income

	2023/24 DKK	2022/23 DKK
Financial income from group enterprises	82,348	13,867
Other interest income	311,501	4,205
Exchange rate adjustments	0	90,842
	393,849	**108,914**

4 Tax on profit/loss for the year

	2023/24 DKK	2022/23 DKK
Current tax	4,381,746	3,426,019
Change in deferred tax	64,723	287,365
Adjustment concerning previous years	9,435	0
	4,455,904	**3,713,384**

5 Intangible assets

	Completed development projects DKK	Development projects in progress DKK
Cost beginning of year	2,943,000	14,900
Transfers	49,900	(49,900)
Additions	0	35,000
Cost end of year	**2,992,900**	**0**
Amortisation and impairment losses beginning of year	(2,943,000)	0
Amortisation for the year	(7,450)	0
Amortisation and impairment losses end of year	**(2,950,450)**	**0**
Carrying amount end of year	**42,450**	**0**

6 Development projects

During the year, the Company has further developed software for the daily operation and for the purpose of executing different processes and as a consequence hereof providing a financial benefit. The development work is expected to stretch over a longer period in step with the technological development.

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	1,028,460
Additions	325,724
Disposals	(36,248)
Cost end of year	**1,317,936**
Depreciation and impairment losses beginning of year	(583,969)
Depreciation for the year	(93,698)
Depreciation and impairment losses on assets disposed of	36,248
Depreciation and impairment losses end of year	**(641,419)**
Carrying amount end of year	**676,517**

8 Financial assets

	Deposits DKK
Cost beginning of year	749,012
Additions	17,346
Cost end of year	**766,358**
Carrying amount end of year	**766,358**

9 Other provisions

The due dates for the liabilities provided for are expected to be in 0-1 years.

10 Non-current liabilities other than provisions

	Due after more than 12 months 2023/24 DKK
Income tax payable	2,381,746
	2,381,746

11 Contingent liabilities

The Entity has entered into lease obligations, as at the time of the balance sheet consitute an annual rental payment of DKK ('000) 1,422 in the non-cancellation period, which expires on 30.11.2025.

The Entity has entered an operational lease agreement with an average annual lease payment of DKK ('000) 107. The lease agreement has a time to maturity of 9,5 months with a total residual lease payment of DKK ('000) 85.

The Entity participates in a Danish joint taxation arrangement where CN3 Group ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore secondarily liable for income taxes etc. for the jointly taxed entities, which is limited to the equity interest by which the entity participates in the Group, and also secondarily liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend 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.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

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

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.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, own work capitalised, other operating income, cost of sales and external expenses.

Revenue

Net revenue from sale of services is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT and taxes and less discounts related to the sale.

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 includes items of a secondary nature in relation to the enterprises' principal activities, including profit from sale of intangible and tangible assets, operating loss and conflict compensations, as well as salary refunds. Compensations are recognised when the income is estimated to be realisable.

Cost of sales
Cost of sales/direct costs comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs for contract work, supplies and other costs with deductions of discounts.

Other external expenses
Other external expenses include cost of sales, advertising, administration, buildings, bad debts, lease expenses, etc.

Staff costs
Staff costs comprise salaries and wages, 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.

Other financial income
Other financial income comprises interest income, including interest income on receivables from group enterprises, 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, 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 Entity is jointly taxed with all 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

Intellectual property rights etc.
Intellectual property rights etc. comprise development projects completed and in progress.

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. 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.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 1-7 years.

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.

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	3-7 years

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.

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

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

Cash
Cash comprises cash in hand and bank deposits.

Dividend
Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity.

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.

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.

Other provisions
Other provisions comprise anticipated costs of non-recourse guarantee commitments, returns, loss on contract work in progress, decided and published restructuring, etc.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

Non-recourse guarantee commitments comprise commitments to remedy defects and deficiencies within the guarantee period of 1-3 years.

Once it is probable that total costs will exceed total income from a contract in progress, provision is made for the total loss estimated to result from the relevant contract.

Operating leases
Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

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

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

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