

Boom Energy ApS

Gydevang 39
3450 Allerød

CVR No. 42249319

Annual report 2022

1 January 2022 - 31 December 2022

Adopted at the Annual General Meeting on 10
August 2023

Jan Nilsson
Chairman

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Company details

Company

Boom Energy ApS
Gydevang 39
3450 Allerød

CVR No.: 42249319

Executive board

Jan Nilsson
Jan Kristoffersen

Auditors

inforevision
statsautoriseret revisionsaktieselskab
Buddingevej 312
2860 Søborg
CVR No. 19263096

Kenny Madsen, state authorised public accountant

Management's Review

Primary activities

The company's primary activities are investments in group enterprises.

Uncertainties regarding recognition and measurement

Please refer to note 1 regarding uncertainty related to measurement of the company's assets.

Development in activities and finances

The results of the company's activities in the financial year amounted to a profit/loss of DKK 956.049. The equity at the balance sheet date amounted to DKK -3.956.858.

Management consider the results as satisfactory.

Statement by Management

The Executive Board have today considered and adopted the annual report for 1 January 2022 - 31 December 2022 for Boom Energy ApS.

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

In our opinion, the financial statements give a true and fair view of the the company's financial position at 31 December 2022 and of the results of its operations for the financial year 1 January 2022 - 31 December 2022.

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

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

Allerød, 10 August 2023

Executive board

Jan Nilsson
Commercial Director (CEO)

Jan Kristoffersen
Construction Director

Independent auditor's report

To the shareholder in Boom Energy ApS

Auditor's report on the financial statements

Adverse Opinion

We have audited the financial statements of Boom Energy ApS for the financial year 1 January 2022 - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, because of the significance of the matters discussed in the Basis for Adverse Opinion section of our report, the financial statements do not give a true and fair view of the company's financial position as at 31 December 2022 and of the results of the company's operations for the financial year 1 January 2022 - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for Adverse Opinion

As explained in Note 1, the Company's subsidiary has at the point in time of preparing these financial statements not entered signed contracts ("projects") and projects has not been finally funded. In our opinion, since project contracts have not been signed yet as well as the projects have not been funded, a prudent accounting estimate should have led Management to impair or write-down of the subsidiaries assets to DKK 0 leaving the subsidiary with negative equity as of 31 December 2022. Measuring the subsidiary according to the equity method this should have led Management to recognise Investments in group enterprises at DKK 0 and Receivables from group enterprises at DKK 0. Accordingly, income from investments in group enterprises would have been reduced by DKK 16,137,382 and and Write-down of financial assets and Tax on income would have been increased by DKK 4,324,710 and DKK 17,154, respectively, and net income, total assets and shareholders' equity would have been reduced by DKK 20,479,246. As Management has not stated these assets at lower recoverable amount or net realisable amounts this constitutes a departure from the Danish Financial Statement Act.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, Management is responsible for assessing the company's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Independent auditor's report, continued

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on Management's Review

Management is responsible for Management's Review.

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

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

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

Based on the work we have performed, in our view, Management's Review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act.

We did not identify any material misstatement in Management's Review.

Independent auditor's report, continued

Report on Other Legal and Regulatory Requirements

Noncompliance with the Danish Financial Statement Act regarding submission of the Annual report

The company has not submitted the Annual report to the Danish Business Authorities on timely basis.

Søborg, 10 August 2023

inforevision

Statsautoriseret revisionsaktieselskab

CVR No. 19263096

Kenny Madsen

State Authorised Public Accountant

mne33718

Accounting policies

Information on reporting class

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

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

Some provisions from reporting class C has been adopted.

It is the company's first financial year. The accounting policies applied are described as follows.

Omission of consolidated financial statements

Consolidated financial statements has not been prepared in accordance with the Danish Financial Statement Act section 110.

Generally regarding recognition and measurement

The financial statements have been prepared based on historical cost.

The income is recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

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

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

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

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

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

Foreign currency translation

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

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

Accounting policies, continued

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

Income statement

The income statement has been classified by nature.

Gross profit

Gross profit/loss includes "External expenses".

External expenses

External expenses comprises Administrative expenses.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the group enterprises' profit/loss adjusted for internal profits and losses less amortisation of goodwill on consolidation for the year.

Financial income

Financial income is recognised with amounts concerning the the financial year. Financial income comprise interest, realised and unrealised exchange gains as well as interest reimbursements under the Danish Tax Prepayment Scheme.

Financial expenses

Financial expenses is recognised with amounts concerning the the financial year. Financial expenses comprise realised and unrealised exchange losses as well as interest surcharge under the Danish Tax Prepayment Scheme.

Tax on profit or loss for the year

Tax on profit or loss for the year represents 22% of the book profit or loss adjusted for non-taxable and non-deductible items.

Tax on profit or loss for the year consists of the anticipated tax portion of the taxable income for the year adjusted for the changes for the year in deferred tax. Changes in deferred taxes due to adjustments of tax rates is recognised in the income statement.

Tax on profit or loss for the year is recognised in the income statement by the portion attributable to the profit or loss for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The company is subject to the Danish Tax Prepayment Scheme. Interest reimbursement and interest surcharge have been recognised in financial income and expenses.

Accounting policies, continued

Balance sheet

The balance sheet has been presented in account form.

Assets

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulate depreciation. The basis of depreciation is cost less estimated residual value after the end of useful life.

Cost comprises the acquisition price as well as costs directly related to the acquisition until the time when the asset is ready to be put into operation.

The costprice for an asset is divided into separate components, that are depreciated separately, if the useful life of the individual components is significantly different.

Depreciation is initiated when the assets are ready to be taken into operation. Assets are depreciated on a straight-line basis over their estimated useful lives with following residual values:

Category	Period	Residual value
Fixtures, fittings, tools and equipment	3 years	0%

Minor purchases with useful lives below one year have been recognised as an expense in the income statement in external expenses.

Profit/loss on sale or retirement has been included in the income statement under gross profit or loss and other operating expenses.

The carrying amounts of property, plant and equipment are reviewed annually for indication of impairment for losses, apart from what is expressed by usual depreciation. If this applies, impairment for loss is made of each asset or group of assets, respectively, to lower recoverable amount. As recoverable amount, the higher of expected net selling price and net present value is applied. The net present value is calculated as the present value of the expected cash flows from the use of the asset or the group of assets.

Impairment for loss for the year is recognised in the income statement as amortisation, depreciation and impairment for loss of property, plant and equipment and intangible assets.

Investments in group enterprises

Investments in group enterprises have been recognised according to the equity method. This means that investments are measured at the pro rata share of the group enterprises' net asset value adjusted for internal dividends and profit or losses.

Distributable reserves in group enterprises which are distributed as dividends to the parent at the balance sheet date are included in the value of investments.

Group enterprises with negative net asset values are measured at zero, and any receivable from such enterprises is written down by the Parent's share of the negative net asset value to the extent deemed irrecoverable. If the negative net asset value exceeds the amount receivable, the remaining amount is recognised in provisions to the extent the Parent has a legal or constructive obligation to cover the relevant enterprise's liabilities.

Accounting policies, continued

The total net revaluation of investments in group enterprises is allocated through the profit or loss distribution to "Reserve for net revaluation according to the equity method" under equity. The reserve is reduced by dividend distributions to the Parent and is adjusted by changes in equity in the group enterprises.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

Equity and liabilities

Deferred tax and corporation tax

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

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

The company is Management company in a joint taxation with other Danish group enterprises. The tax effect of the joint taxation is allocated among the group enterprises in ratio to their taxable income according to the rules on full allocation with a refund for tax losses of the Danish Corporation Tax Act.

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

Joint tax contributions between the jointly taxed companies which have not been settled at the balance sheet date are classified as joint tax contributions in receivables or liabilities other than provisions.

Financial debts

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

Income statement

	<u>Note</u>	<u>2022</u> DKK	<u>2021</u> DKK
Gross loss		-21,625	-17,000
Depreciation, amortisation and impairment losses of property, plant and equipment and intangible assets	2	-244,070	0
Earnings before interest and taxes (EBIT)		-265,695	-17,000
Income from investments in group enterprises	7	66,113	-4,328,731
Finance income	3	1,406,639	453,097
Finance expenses		0	-1,236,323
Profit/loss before tax		1,207,057	-5,128,957
Tax on profit/loss for the year	4	-251,008	176,050
Profit/loss for the year		956,049	-4,952,907

Proposed distribution of profit and loss

	<u>2022</u> DKK	<u>2021</u> DKK
Proposed distribution of profit and loss for the year :		
Transferred to retained earnings	956,049	-4,952,907
Profit/loss for the year	956,049	-4,952,907

Assets

	Note	31/12-2022	31/12-2021
		DKK	DKK
Fixtures, fittings, tools and equipment		420,329	0
Property, plant and equipment	5	420,329	0
Investments in group enterprises	7	16,137,382	16,071,269
Investments	6	16,137,382	16,071,269
Fixed assets		16,557,711	16,071,269
Receivables from group enterprises		4,324,710	5,005,859
Other receivables		40,000	40,000
Deferred tax assets	4	17,154	176,050
Receivables		4,381,864	5,221,909
Current assets		4,381,864	5,221,909
Total assets		20,939,575	21,293,178

Equity and liabilities

	Note	31/12-2022	31/12-2021
		DKK	DKK
Contributed capital		40,000	40,000
Retained earnings		-3,996,858	-4,952,907
Equity		-3,956,858	-4,912,907
Trade payables		21,875	17,000
Payables to group enterprises		24,782,446	26,189,085
Joint tax contribution payables	4	92,112	0
Short-term liabilities other than provisions		24,896,433	26,206,085
Liabilities other than provisions		24,896,433	26,206,085
Total equity and liabilities		20,939,575	21,293,178
Uncertainty relating to recognition and measurement	1		
Contingent liabilities	8		

Statement of changes in equity

	Contributed capital	Retained earnings	Total
	DKK	DKK	DKK
Contribution at subscription	40,000	0	40,000
Distributed profit/loss for the year		-4,952,907	-4,952,907
Equity at 1 January 2022	40,000	-4,952,907	-4,912,907
Distributed profit/loss for the year		956,049	956,049
Equity at 31 December 2022	40,000	-3,996,858	-3,956,858

Notes

1. Uncertainty relating to recognition and measurement

There is a risk that the Equity value in group enterprises does not exceed the carrying amount due to impairment and the net realisable amount of Receivable at group enterprises does not exceed the carrying amount due to write-down. The SEC Management believes it is too early to determine if impairment for losses and write-down on the assets exists.

Management judgement is based on the expectation in the group enterprise (subsidiary) Scandinavian Energy Contractor A/S, where Management expects positive earnings in the coming years. Management's expectations are based on an increase in "corrected" revenues from 2021 to 2022 of more than 248% as well as on the subsidiary's cash flow budget for the years 2023 – 2025 showing a sufficient profit recovering the carrying amount of subsidiary's assets. The most significant budget assumption is assumed profit from two named projects. Separate underlying project budgets have been prepared. The assumptions of revenue streams and expenses in project budgets are based on ongoing negotiations with the purchasers and the fact that the subsidiary has obtained exclusivity for both projects. None of the project contracts have been signed at the point in time when preparing this annual report, but management believes based on information provided by the developers of the major projects that it is probable, that the projects will be approved and signed in a form not significantly different from the drafted versions of the contracts existing at the time of this annual report.

2. Depreciation, amortisation and impairment losses of property, plant and equipment and intangible assets

	<u>2022</u>	<u>2021</u>
	DKK	DKK
Depreciation of property, plant and equipment	244,070	0
Total	<u>244,070</u>	<u>0</u>

3. Finance income

	<u>2022</u>	<u>2021</u>
	DKK	DKK
Financial income from group enterprises	0	453,097
Other financial income	1,406,639	0
I alt	<u>1,406,639</u>	<u>453,097</u>

Notes, continued

4. Tax expense

	Joint tax contribution	Deferred tax	Tax on profit/loss for the year	2021
	DKK	DKK	DKK	DKK
Payables at 1 January 2022	0	-176,050		
Tax on profit/loss for the year	92,112	158,896	251,008	-176,050
Payables at 31 December 2022	92,112	-17,154		
Tax on profit/loss for the year recognised in the income statement			251,008	-176,050
<i>Recognition in balance sheet:</i>				
Short-term receivables (current asset)	0	-17,154		
Short-term payables	92,112			
Total	92,112	-17,154		

5. Property, plant and equipment

	Fixtures, fit- tings, tools and equipment	Total
	DKK	DKK
Additions for the year	664,399	664,399
Cost at 31 December 2022	664,399	664,399
Depreciation for the year	-244,070	-244,070
Depreciation and impairment losses at 31 December 2022	-244,070	-244,070
Carrying amount at 31 December 2022	420,329	420,329

Notes, continued

6. Investments

	Invest- ments in group enterprises	Total	2021
	DKK	DKK	DKK
Cost at 1 January 2022	20,400,000	20,400,000	0
Additions for the year	0	0	20,400,000
Cost at 31 December 2022	20,400,000	20,400,000	20,400,000
Revaluations at 1 January 2022	-4,328,731	-4,328,731	0
Revaluations for the year	66,113	66,113	-4,328,731
Revaluations at 31 December 2022	-4,262,618	-4,262,618	-4,328,731
Carrying amount at 31 December 2022	16,137,382	16,137,382	16,071,269

7. Investments in group enterprises









	Equity interest	Contrib- uted capital DKK	According to annual report		Boom Energy ApS' share	
			Profit/loss for the year DKK	Equity DKK	Share of profit/loss for the year DKK	Share of equity DKK
Scandinavian Energy Contractors A/S	100%	400,000	72,183	16,137,382	72,183	16,137,382
Scandinavian Energy Contractor Operations Ltd.	100%	80	-104,246	-106,661	-104,246	-106,661
Total					-32,063	16,030,721
Other adjustments					98,176	106,661
Total					66,113	16,137,382
Recognition in balance sheet:						
Investments in group enterprises						16,137,382
Total						16,137,382

8. Contingent liabilities

Boom Energy ApS are jointly tax with other group companies and are severally liable for tax on the jointly taxed incomes etc. of the group. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of tax on interest, dividend tax and tax on royalty payments. Any subsequent adjustments of corporation taxes and withholding taxes may increase the the company's liability.

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Underskrivere

  Jan Nilsson Commercial Director c60b509c-4b27-4b32-bf73-8efbb107aaea 10-08-2023 09:16	  Jan Nilsson c60b509c-4b27-4b32-bf73-8efbb107aaea 10-08-2023 09:17
  Jan Kristoffersen Construction Director 19c52813-dc39-4e71-bc43-1f525ab47fae 10-08-2023 10:40	  Kenny Madsen Partner, statsautoriseret revisor c12aee8d-6927-4f15-ae26-f6a0753e3014 10-08-2023 12:13

Dokumenter i transaktionen

Financial statements_2022_Boom Energy ApS.pdf

Nærværende dokument



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