

Nitor Energy A/S

Klosterport 4X, 4., 8000 Aarhus C

CVR no. 38 68 07 81

Annual report

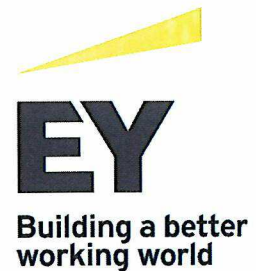
for the year 1 January - 31 December 2020

Approved at the Company's annual general meeting on 2 June 2021

Chair of the meeting:


.....
Martin Busekist Kjerkegaard

The following is a translation of an original Danish document. The original Danish document is the governing document for all purposes, and in case of any discrepancy, the Danish wording will be applicable.





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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Nitor Energy A/S for the financial year 1 January - 31 December 2020.

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

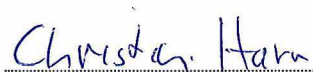
In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020.

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.

Aarhus, 2 June 2021

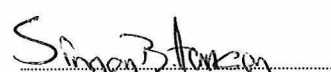
Executive Board:



Christian Friederich Harr



Martin Busekist Kjerkegaard



Simon Birch Hansen

Board of Directors:

.....
Morten Mathiesen
Chair

.....
Kaj Ove Andersen

.....
Dennis Reinholdt Birch



Christian Friederich Harr

Independent auditor's report

To the shareholders of Nitor Energy A/S

Opinion

We have audited the financial statements of Nitor Energy A/S for the financial year 1 January - 31 December 2020, which comprise income statement, balance sheet, statement of changes in equity 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 financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

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, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance 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 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 the financial statements.

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

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

Independent auditor's report

- ▶ 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 note 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.

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.

Odense, 2 June 2021
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Søren Smedegaard Hvid
State Authorised Public Accountant
mne31450



Management's review

Company details

| | |
|----------------------------|--|
| Name | Nitor Energy A/S |
| Address, Postal code, City | Klosterport 4X, 4., 8000 Aarhus C |
| CVR no. | 38 68 07 81 |
| Established | 1 June 2017 |
| Registered office | Aarhus |
| Financial year | 1 January - 31 December |
| Board of Directors | Morten Mathiesen, Chair Kaj Ove Andersen Dennis Reinholdt Birch Christian Friederich Harr |
| Executive Board | Christian Friederich Harr Martin Busekist Kjerkegaard Simon Birch Hansen |
| Auditors | EY Godkendt Revisionspartnerselskab Englandsgade 25, P.O. Box 200, 5100 Odense C, Denmark |

Management's review

Business review

Nitor Energy A/S was founded in 2017 as a software house for energy related solutions. They have stopped licensing out their software and instead expanded into commodity trading using their own proprietary software. Nitor Energy A/S' initial focus is to trade 24/7 natural gas and power in all European markets. During 2020 Nitor Energy A/S had a set-up and Software development phase to prepare for trading in 2021.

Financial review

The income statement for 2020 shows a profit of DKK 44,780 against a profit of DKK 10,042,938 last year. This is mainly due to the termination of the existing license agreement, investments into trading desks, and no significant revenue from Trading in 2020. The balance sheet at 31 December 2020 shows equity of DKK 28,212,059 due to a capital increase in 2020. Management considers the Company's financial performance in line with expectations.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

The Management expects a higher result in 2021.

Financial statements 1 January - 31 December

Income statement

| Note | DKK | 2020 | 2019 |
|------|--|-----------|------------|
| | Gross profit | 1,423,387 | 13,366,550 |
| 2 | Staff costs | -711,041 | 0 |
| | Amortisation/ depreciation and impairment of intangible assets and property, plant and equipment | -37,617 | 0 |
| | Profit before net financials | 674,729 | 13,366,550 |
| 3 | Financial expenses | -142,491 | -385,187 |
| | Profit before tax | 532,238 | 12,981,363 |
| 4 | Tax for the year | -487,458 | -2,938,425 |
| | Profit for the year | 44,780 | 10,042,938 |
| | Recommended appropriation of profit | | |
| | Proposed dividend recognised under equity | 0 | 10,374,000 |
| | Other statutory reserves | 763,867 | 0 |
| | Retained earnings/accumulated loss | -719,087 | -331,062 |
| | | 44,780 | 10,042,938 |

Financial statements 1 January - 31 December

Balance sheet

| Note | DKK | 2020 | 2019 |
|------|--|------------|------------|
| | ASSETS | | |
| | Fixed assets | | |
| 5 | Intangible assets | | |
| | Completed development projects | 979,317 | 0 |
| | | 979,317 | 0 |
| 6 | Property, plant and equipment | | |
| | Fixtures and fittings, other plant and equipment | 337,311 | 0 |
| | | 337,311 | 0 |
| | Investments | | |
| | Deposits, investments | 236,310 | 0 |
| | | 236,310 | 0 |
| | Total fixed assets | 1,552,938 | 0 |
| | Non-fixed assets | | |
| | Receivables | | |
| | Trade receivables | 3,200,000 | 9,977,346 |
| | Receivables from group enterprises | 0 | 152,268 |
| | Corporation tax receivable | 131,954 | 0 |
| | Other receivables | 916,068 | 0 |
| 7 | Prepayments | 52,656 | 0 |
| | | 4,300,678 | 10,129,614 |
| | Cash | 26,296,636 | 697,023 |
| | Total non-fixed assets | 30,597,314 | 10,826,637 |
| | TOTAL ASSETS | 32,150,252 | 10,826,637 |

Financial statements 1 January - 31 December

Balance sheet

| Note | DKK | 2020 | 2019 |
|------|--|-------------------|-------------------|
| | EQUITY AND LIABILITIES | | |
| | Equity | | |
| | Share capital | 400,000 | 51,000 |
| | Share premium account | 0 | 0 |
| | Reserve for development costs | 763,867 | 0 |
| | Retained earnings | 27,048,192 | 116,212 |
| | Dividend proposed | 0 | 10,374,000 |
| | Total equity | 28,212,059 | 10,541,212 |
| | Provisions | | |
| | Deferred tax | 232,412 | 0 |
| | Total provisions | 232,412 | 0 |
| | Liabilities other than provisions | | |
| | Non-current liabilities other than provisions | | |
| | Payables to associates | 3,021,000 | 0 |
| | | 3,021,000 | 0 |
| | Current liabilities other than provisions | | |
| | Trade payables | 40,330 | 0 |
| | Corporation tax payable | 0 | 279,925 |
| | Other payables | 644,451 | 5,500 |
| | | 684,781 | 285,425 |
| | | 3,705,781 | 285,425 |
| | TOTAL EQUITY AND LIABILITIES | 32,150,252 | 10,826,637 |

- 1 Accounting policies
9 Contractual obligations and contingencies, etc.
10 Collateral

Financial statements 1 January - 31 December

Statement of changes in equity

| DKK | Share capital | Share premium account | Retained earnings | Dividend proposed | Total |
|---|----------------|-----------------------|-------------------|-------------------|-------------------|
| Equity at 1 January 2019 | 51,000 | 0 | 447,274 | 10,500,000 | 10,998,274 |
| Transfer through appropriation of profit | 0 | 0 | -331,062 | 10,374,000 | 10,042,938 |
| Dividend distributed | 0 | 0 | 0 | -10,500,000 | -10,500,000 |
| Equity at 1 January 2020 | 51,000 | 0 | 116,212 | 10,374,000 | 10,541,212 |
| Additions on merger/corporate acquisition | 323,297 | 0 | -323,297 | 0 | 0 |
| Capital increase | 25,703 | 27,974,364 | 0 | 0 | 28,000,067 |
| Transfer through appropriation of profit | 0 | 0 | -719,087 | 0 | 44,780 |
| Transferred from share premium account | 0 | -27,974,364 | 27,974,364 | 0 | 0 |
| Dividend distributed | 0 | 0 | 0 | -10,374,000 | -10,374,000 |
| Equity at 31 December 2020 | 400,000 | 0 | 27,048,192 | 0 | 28,212,059 |

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Nitor Energy A/S for 2020 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Effective from the financial year 2020, the Company has implemented amending act no. 1716 of 27 December 2018 to the Danish Financial Statements Act. The implementation of the amending act has not affected the Company's accounting policies on recognition and measurement of assets and liabilities but has solely entailed a requirement for further disclosures. The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Derivative financial instruments

On initial recognition, derivative financial instruments are recognised at cost in the balance sheet and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are presented as separate items in the balance sheet.

Fair value adjustments of derivative financial instruments designated as and qualifying for recognition as a hedge of the fair value of a recognised asset or liability are recognised in the income statement along with changes in the fair value of the hedged asset or liability.

Income statement

Revenue

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

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

Gross profit

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Amortisation/ depreciation

The item comprises amortisation/ depreciation of intangible assets and property, plant and equipment.

The basis of amortisation/ depreciation, which is calculated as cost less any residual value, is amortised/ depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

| | |
|--|---------|
| Completed development projects | 3 years |
| Fixtures and fittings, other plant and equipment | 3 years |

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Intangible assets

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are identifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 3 years and cannot exceed 5 years.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Investments

Fixed asset investments consist of deposits from leasehold.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Reserve for development costs

The reserve for development costs comprises recognised development costs. The reserve cannot be used to distribute dividend or cover losses. The reserve will be reduced or dissolved if the recognised development costs are amortised or are no longer part of the Company's operations by a transfer directly to the distributable reserves under equity.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to 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. Deferred tax assets are recognised at the expected value of their utilisation; 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Fair value

The fair value measurement is based on the principal market. If no principal market exists, the measurement is based on the most advantageous market, i.e. the market that maximises the price of the asset or liability less transaction and/or transport costs.

All assets and liabilities which are measured at fair value, or whose fair value is disclosed, are classified based on the fair value hierarchy, see below:

- Level 1: Value in an active market for similar assets/liabilities
- Level 2: Value based on recognised valuation methods on the basis of observable market information
- Level 3: Value based on recognised valuation methods and reasonable estimates (non-observable market information).

Financial statements 1 January - 31 December

Notes to the financial statements

| DKK | 2020 | 2019 |
|--|----------------|---------------------------------------|
| 2 Staff costs | | |
| Wages/salaries | 1,656,137 | 0 |
| Pensions | 28,727 | 0 |
| Other social security costs | 6,817 | 0 |
| Other staff costs | 26,657 | 0 |
| Staff costs transferred to non-current assets | -1,007,297 | 0 |
| | <u>711,041</u> | <u>0</u> |
| Average number of full-time employees | <u>3</u> | <u>0</u> |
| 3 Financial expenses | | |
| Interest expenses, associates | 60,268 | 0 |
| Loss on the sale of financial instruments | 0 | 347,732 |
| Other financial expenses | 82,223 | 37,455 |
| | <u>142,491</u> | <u>385,187</u> |
| 4 Tax for the year | | |
| Estimated tax charge for the year | 255,046 | 2,938,425 |
| Deferred tax adjustments in the year | 232,412 | 0 |
| | <u>487,458</u> | <u>2,938,425</u> |
| 5 Intangible assets | | |
| DKK | | Completed development projects |
| Additions | | <u>1,007,297</u> |
| Cost at 31 December 2020 | | <u>1,007,297</u> |
| Amortisation for the year | | <u>27,980</u> |
| Impairment losses and amortisation at 31 December 2020 | | <u>27,980</u> |
| Carrying amount at 31 December 2020 | | <u><u>979,317</u></u> |
| Amortised over | | <u>3 years</u> |

Completed development projects

Completed development projects include the Company's software system with a carrying amount of DKK 871,832. The recognition of the development projects has been made on the basis of sales forecast. Management expects significant growth and sales within few years

Financial statements 1 January - 31 December

Notes to the financial statements

6 Property, plant and equipment

| DKK | Fixtures and fittings, other plant and equipment |
|--|---|
| Additions | 346,948 |
| Cost at 31 December 2020 | 346,948 |
| Depreciation | 9,637 |
| Impairment losses and depreciation at 31 December 2020 | 9,637 |
| Carrying amount at 31 December 2020 | 337,311 |
| Depreciated over | 3 years |

Note 10 provides more details on security for loans, etc. as regards property, plant and equipment.

7 Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interest as well.

8 Derivative financial instruments

Derivative financial instrument contracts in the form of options and futures have been concluded. At the balancesheet date, the fair value of derivative financial instruments does not differ significantly from the costs of the contracts.

The contracts consist of the transmission rights to transfer power and gas between two areas as well as futures on delivery of power and gas in a specific area. The contracts have a term of 1-12 months and are traded on regulated European markets. Under the contracts, a compensation from the facilitator is received either on a daily or monthly basis in order to settle the contracts. The Company expects no losses on the contracts. At the balance sheet date, the fair value of the impairments amounts to 0 t.DKK.

Financial statements 1 January - 31 December

Notes to the financial statements

9 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company has placed payment guarantees to bankers of 1,488 t.DKK and 744 t.DKK.

The Company's debt to banks includes securities for Company's assets as security for 6,937 t.DKK.

Other financial obligations

Rent liabilities vis-à-vis the parent company and its other subsidiaries:

| DKK | 2020 | 2019 |
|------------------|---------|------|
| Rent liabilities | 433,235 | 0 |

Rent and lease liabilities include rent liabilities vis-à-vis the parent company with a remaining contract period of 11 months.

10 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2020.

Penneo

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“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Kaj Ove Andersen

Bestyrelse/Board of Directors

På vegne af: Nitor Energy A/S

Serienummer: PID:9208-2002-2-564579874053

IP: 178.155.xxx.xxx

2021-06-14 19:23:03Z

NEM ID 

Dennis Reinholdt Birch

Bestyrelse/Board of Directors

På vegne af: Nitor Energy A/S

Serienummer: PID:9208-2002-2-148105982496

IP: 109.58.xxx.xxx

2021-06-16 10:51:45Z

NEM ID 

Morten Mathiesen

Bestyrelsesformand/Chair

På vegne af: Nitor Energy A/S

Serienummer: PID:9208-2002-2-668572841121

IP: 95.166.xxx.xxx

2021-06-16 10:52:23Z

NEM ID 

Søren Smedegaard Hvid

Statsautoriseret revisor

På vegne af: EY Godkendt Revisionspartnerselskab

Serienummer: CVR:30700228-RID:1256831000710

IP: 83.91.xxx.xxx

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