
Forsea Øresund A/S

Færgevej 8, DK-3000 Helsingør

Annual Report for 1 January - 31 December 2021

CVR No 19 75 22 83

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
19/01 2022

Jens Ole Gravlund Hansen
Chairman of the General
Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Forsea Øresund A/S for the financial year 1 January - 31 December 2021.

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 at 31 December 2021 of the Company and of the results of the Company operations for 2021.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Helsingør, 19 January 2022

Executive Board

Jens Ole Gravlund Hansen

Board of Directors

Kristian Durhuus
Chairman

Peter Kesting

Martin Alexis Johnson

Åsa Maria Linde Tornée

Jens Høgh Larsen
Staff Representative

Benny Pedersen
Staff Representative

Independent Auditor's Report

To the Shareholders of Forsea Øresund A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Forsea Øresund A/S for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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.

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 Financial 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.

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 misstate-

Independent Auditor's Report

ment, 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 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:

- 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 contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events

Independent Auditor's Report

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.

Hellerup, 19 January 2022

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

René Otto Poulsen

statsautoriseret revisor

mne26718

Company Information

The Company

Forsea Øresund A/S
Færgevej 8
DK-3000 Helsingør

Telephone: + 45 +46 42 26 01 55
Website: www.forsea.com

CVR No: 19 75 22 83
Financial period: 1 January - 31 December
Municipality of reg. office: Helsingør

Board of Directors

Kristian Durhuus, Chairman
Peter Kesting
Martin Alexis Johnson
Åsa Maria Linde Tornée
Jens Høgh Larsen
Benny Pedersen

Executive Board

Jens Ole Gravlund Hansen

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The company's key activities consist of time charter of the Vessels Mercandia IV and Mercandia VIII on the route Helsingør - Helsingborg.

Development in the year

The income statement of the Company for 2021 shows a profit of TDKK 20,763, and at 31 December 2021 the balance sheet of the Company shows equity of TDKK 117,711.

The past year and follow-up on development expectations from last year

The result and activity for the year are in line with management's expectations for 2021. There have been no activity in the company in addition to the main activity described above.

Uncertainty relating to recognition and measurement

Recognition and measurement in the Annual Report have not been subject to any uncertainty.

Unusual events

The financial position at 31 December 2021 of the Company and the results of the activities of the Company for the financial year for 2021 have not been affected by any unusual events.

Subsequent events

As at 1 January 2022 the company will be merged with Forsea Helsingør ApS and the activities will be continued as part of the activities in Forsea Helsingør ApS.

Income Statement 1 January - 31 December

| | Note | 2021 TDKK | 2020 TDKK |
|--|------|---------------|---------------|
| Gross profit | 1 | 36.633 | 35.780 |
| Staff expenses | 2 | -11.217 | -11.792 |
| Depreciation, amortisation and impairment of intangible assets and property, plant and equipment | | -3.461 | -2.383 |
| Profit/loss before financial income and expenses | | 21.955 | 21.605 |
| Financial income | 3 | 182 | 3.486 |
| Financial expenses | | -1.339 | -243 |
| Profit/loss before tax | | 20.798 | 24.848 |
| Tax on profit/loss for the year | 4 | -35 | -56 |
| Net profit/loss for the year | | 20.763 | 24.792 |

Distribution of profit

Proposed distribution of profit

| | | |
|-------------------|---------------|---------------|
| Retained earnings | 20.763 | 24.792 |
| | 20.763 | 24.792 |

Balance Sheet 31 December

Assets

| | Note | 2021 TDKK | 2020 TDKK |
|--|------|----------------|----------------|
| Other fixtures and fittings, tools and equipment | | 89 | 0 |
| Ships | | 19.436 | 18.709 |
| Property, plant and equipment in progress | | 160 | 3.575 |
| Property, plant and equipment | 5 | 19.685 | 22.284 |
| Fixed assets | | 19.685 | 22.284 |
| Trade receivables | | 0 | 2 |
| Receivables from group enterprises | | 78.042 | 84.014 |
| Other receivables | | 38 | 284 |
| Prepayments | 6 | 448 | 490 |
| Receivables | | 78.528 | 84.790 |
| Cash at bank and in hand | | 31.354 | 3.971 |
| Currents assets | | 109.882 | 88.761 |
| Assets | | 129.567 | 111.045 |

Balance Sheet 31 December

Liabilities and equity

| | Note | 2021 TDKK | 2020 TDKK |
|--|------|----------------|----------------|
| Share capital | | 1.000 | 1.000 |
| Retained earnings | | 116.711 | 95.948 |
| Equity | | 117.711 | 96.948 |
| Other payables | | 426 | 410 |
| Long-term debt | 7 | 426 | 410 |
| Trade payables | | 265 | 769 |
| Payables to group enterprises | | 53 | 357 |
| Corporation tax | | 35 | 56 |
| Other payables | 7 | 11.077 | 12.505 |
| Short-term debt | | 11.430 | 13.687 |
| Debt | | 11.856 | 14.097 |
| Liabilities and equity | | 129.567 | 111.045 |
| Contingent assets, liabilities and other financial obligations | 8 | | |
| Related parties | 9 | | |
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Statement of Changes in Equity

| | Share capital | Retained earnings | Proposed dividend for the year | Total |
|------------------------------|---------------|-------------------|-----------------------------------|----------------|
| | TDKK | TDKK | TDKK | TDKK |
| 2021 | | | | |
| Equity at 1 January | 1.000 | 95.948 | 0 | 96.948 |
| Net profit/loss for the year | 0 | 20.763 | 0 | 20.763 |
| Equity at 31 December | 1.000 | 116.711 | 0 | 117.711 |
| 2020 | | | | |
| Equity 1. januar | 1.000 | 71.156 | 25.000 | 97.156 |
| Ordinary dividend paid | 0 | 0 | -25.000 | -25.000 |
| Net profit/loss for the year | 0 | 24.792 | 0 | 24.792 |
| Equity at 31 December | 1.000 | 95.948 | 0 | 96.948 |

Notes to the Financial Statements

1 Gross profit

The company has received TDKK 2,191 (2020: DKK 2,876) in governmental Covid-19 compensation which is recognised as other income.

2 Staff expenses

| | 2021 TDKK | 2020 TDKK |
|------------------------------------|---------------|---------------|
| Wages and salaries | 9.703 | 9.488 |
| Pensions | 1.364 | 1.665 |
| Other social security expenses | 28 | 364 |
| Other staff expenses | 122 | 275 |
| | 11.217 | 11.792 |
| Average number of employees | 25 | 30 |

Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

3 Financial income

| | | |
|--|------------|--------------|
| Interest received from group enterprises | 182 | 212 |
| Exchange gains | 0 | 3.274 |
| | 182 | 3.486 |

4 Tax on profit/loss for the year

| | | |
|--------------------------|-----------|-----------|
| Current tax for the year | 35 | 56 |
| | 35 | 56 |

The company follows the tonnage taxation scheme in Denmark.

Notes to the Financial Statements

5 Property, plant and equipment

| | Other fixtures and fittings, tools and equipment | Ships | Property, plant and equipment in progress | Total |
|--|---|---------------|---|---------------|
| | TDKK | TDKK | TDKK | TDKK |
| Cost at 1 January | 0 | 165.539 | 3.575 | 169.114 |
| Additions for the year | 0 | 160 | 702 | 862 |
| Transfers for the year | 105 | 4.012 | -4.117 | 0 |
| Cost at 31 December | 105 | 169.711 | 160 | 169.976 |
| Impairment losses and depreciation at 1 January | 0 | 146.830 | 0 | 146.830 |
| Depreciation for the year | 16 | 3.445 | 0 | 3.461 |
| Impairment losses and depreciation at 31 December | 16 | 150.275 | 0 | 150.291 |
| Carrying amount at 31 December | 89 | 19.436 | 160 | 19.685 |
| Depreciated over | 3-10 years | 2-20 years | | |

6 Prepayments

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

7 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

| | 2021 TDKK | 2020 TDKK |
|---------------------------|---------------|---------------|
| Other payables | | |
| Between 1 and 5 years | 426 | 410 |
| Long-term part | 426 | 410 |
| Other short-term payables | 11.077 | 12.505 |
| | 11.503 | 12.915 |

Notes to the Financial Statements

| | 2021 TDKK | 2020 TDKK |
|---|--------------|--------------|
| 8 Contingent assets, liabilities and other financial obligations | | |
| Charges and security | | |
| The following assets have been placed as security with bankers: | | |
| Vessels | 19.437 | 18.709 |

Contingent liabilities

The group companies are jointly and 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 dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

A negative pledge of TDKK 52.883 is issued on the vessels.

9 Related parties

ForSea Øresund A/S immediate parent undertaking is ForSea AB. First State European Diversified Infrastructure Fund FCP-SIF, an investment fund managed by First State Investments Fund Management S.à r.l., is considered the ultimate parent undertaking.

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Ownership

The following shareholders are recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

ForSea AB
Bredgatan 5
Helsingborg
Sweden

Consolidated Financial Statements

Notes to the Financial Statements

9 Related parties (continued)

The company is included in the consolidated report for the parent company.

| Name | Place of registered office |
|----------------------------|--|
| FS Infrastructure S.à r.l. | 43, Avenue J.F. Kennedy, Luxembourg, Luxembourg |
| ForSea AB | Helsingborg, Sweden |

The Group Annual Report of FS Infrastructure S.à r.l. may be obtained at the following address:

43, Avenue J.F. Kennedy
Luxembourg, L-1855
Luxembourg

The Group Annual Report of Forsea AB may be obtained at the following address:

Bredgatan 5
Helsingborg
Sweden

Notes to the Financial Statements

10 Accounting Policies

The Annual Report of Forsea Øresund A/S for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2021 are presented in TDKK.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of ForSea AB, the Company has not prepared a cash flow statement.

Recognition and measurement

Revenues are 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.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Notes to the Financial Statements

10 Accounting Policies (continued)

Income Statement

Revenue

Revenue is measured at the consideration received and is recognised exclusive of VAT.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, gross profit and other external expenses.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income consists of government grants, such as economic stimulus packages, are recognised when it is reasonably certain that the Company complies with the conditions for receiving the grant, and it is reasonably certain that the Company will receive the grant. The grant is systematically recognised in the income statement over the period to which it relates, or immediately if the grant is not conditional upon incurrence of future costs or investments. Government grants are recognised as other operating income, or in the balance sheet if the purpose of the grant is investment in an asset.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Notes to the Financial Statements

10 Accounting Policies (continued)

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets.

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

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.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Notes to the Financial Statements

10 Accounting Policies (continued)

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.