



HB-Care Holding A/S

Krogshøjvej 49, 2880 Bagsværd

Company reg. no. 25 57 79 57

Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 15 May 2023.

Uffe Krarup
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of HB-Care Holding A/S for the financial year 1 January - 31 December 2022.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

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

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

Bagsværd, 15 May 2023

Managing Director

Uffe Krarup

Board of directors

Carsten Aastrup

Lars Christian Christiansen

Uffe Krarup

Independent auditor's report

To the Shareholder of HB-Care Holding A/S

Opinion

We have audited the financial statements of HB-Care Holding A/S for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under 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 2022, and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's 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 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.

Independent auditor's report

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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 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.

Independent auditor's report

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, we conclude that 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 Management's Review.

Copenhagen, 15 May 2023

Redmark

Godkendt Revisionspartnerselskab
Company reg. no. 29 44 27 89

Henrik Juul Thomsen

State Authorised Public Accountant
mne33734

Company information

The company	HB-Care Holding A/S Krogshøjvej 49 2880 Bagsværd
	Company reg. no. 25 57 79 57 Established: 16 December 2013 Financial year: 1 January - 31 December
Board of directors	Carsten Aastrup Lars Christian Christiansen Uffe Krarup
Managing Director	Uffe Krarup
Auditors	Redmark Godkendt Revisionspartnerselskab Dirch Passers Allé 76 2000 Frederiksberg
Parent company	Moove Group A/S
Subsidiaries	HB-Care A/S, Bagsværd HB-Care Leasing ApS, Bagsværd HB-Care Leasing 1 ApS, Bagsværd Aarhus Minibusser ApS, Aarhus

Management's review

Description of key activities of the company

The company's principal activity is to buy and hold investments in order to create a return, as well as all business that, in the opinion of the Board of Directors, are related to this.

Development in activities and financial matters

The gross profit for the year totals TDKK 42 against TDKK -123 last year. Income or loss from ordinary activities after tax totals TDKK -4.194 against TDKK 3.970 last year. Management does not considers the net loss for the year satisfactory.

Events occurring after the end of the financial year

After the end of the financial year no events have occurred that can significantly affect the company's commercial position.

Income statement 1 January - 31 December

DKK thousand.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Gross profit	42	-123
1 Staff costs	0	-252
Operating profit	42	-375
Income from investments in group enterprises	-3.420	5.098
2 Other financial expenses	-970	-1.071
Pre-tax net profit or loss	-4.348	3.652
Tax on net profit or loss for the year	154	318
Net profit or loss for the year	-4.194	3.970
 Proposed distribution of net profit:		
Transferred to retained earnings	0	3.970
Allocated from retained earnings	-4.194	0
Total allocations and transfers	-4.194	3.970

Balance sheet at 31 December

DKK thousand.

Assets		<u>2022</u>	<u>2021</u>
<u>Note</u>			
Non-current assets			
3	Investments in group enterprises	<u>119.854</u>	<u>117.976</u>
	Total investments	<u>119.854</u>	<u>117.976</u>
	Total non-current assets	<u>119.854</u>	<u>117.976</u>
Current assets			
	Receivables from group enterprises	0	46
	Deferred tax assets	2	1
	Income tax receivables	91	0
	Tax receivables from group enterprises	<u>202</u>	<u>478</u>
	Total receivables	<u>295</u>	<u>525</u>
	Cash and cash equivalents	<u>100</u>	<u>102</u>
	Total current assets	<u>395</u>	<u>627</u>
	Total assets	<u>120.249</u>	<u>118.603</u>

Balance sheet at 31 December

DKK thousand.

Equity and liabilities		<u>2022</u>	<u>2021</u>
<u>Note</u>			
Equity			
Contributed capital		4.847	4.847
Retained earnings		77.436	81.630
Total equity		<u>82.283</u>	<u>86.477</u>
Provisions			
4 Provisions for investments in group enterprises		102	127
Total provisions		<u>102</u>	<u>127</u>
Long term liabilities other than provisions			
Trade payables		53	195
Payables to group enterprises		34.088	30.705
Income tax payable		1.223	1.099
Other payables		2.500	0
Total short term liabilities other than provisions		<u>37.864</u>	<u>31.999</u>
Total liabilities other than provisions		<u>37.864</u>	<u>31.999</u>
Total equity and liabilities		<u>120.249</u>	<u>118.603</u>

5 Charges and security

6 Contingencies

Statement of changes in equity

DKK thousand.

	Contributed capital	Retained earnings	Total
	<hr/>	<hr/>	<hr/>
Equity 1 January 2021	4.847	77.660	82.507
Retained earnings for the year	0	3.970	3.970
Equity 1 January 2022	4.847	81.630	86.477
Retained earnings for the year	0	-4.194	-4.194
	4.847	77.436	82.283
	<hr/>	<hr/>	<hr/>

Notes

DKK thousand.

	<u>2022</u>	<u>2021</u>
1. Staff costs		
Salaries and wages	<u>0</u>	<u>252</u>
	<u>0</u>	<u>252</u>
Average number of employees	<u>0</u>	<u>3</u>
2. Other financial expenses		
Financial costs, group enterprises	949	0
Other financial costs	<u>21</u>	<u>1.071</u>
	<u>970</u>	<u>1.071</u>

Notes

DKK thousand.

	31/12 2022	31/12 2021
3. Investments in group enterprises		
Cost 1 January 2022	154.108	154.108
Additions during the year	5.324	0
Cost 31 December 2022	159.432	154.108
Revaluations, opening balance 1 January 2022	-174	-10.582
Net profit or loss for the year before amortisation of goodwill	1.970	10.408
Revaluation 31 December 2022	1.796	-174
Amortisation of goodwill, opening balance 1 January 2022	-36.085	-30.775
Amortisation of goodwill for the year	-5.391	-5.310
Depreciation on goodwill 31 December 2022	-41.476	-36.085
Transferred to provisions	102	127
Set off against debtors and provisions for liabilities	102	127
Carrying amount, 31 December 2022	119.854	117.976
The item includes goodwill with an amount of	62.253	64.413

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year	Carrying amount, HB- Care Holding A/S
HB-Care A/S, Bagsværd	100 %	70.198	4.575	114.662
HB-Care Leasing ApS, Bagsværd	100 %	-102	25	0
HB-Care Leasing 1 ApS, Bagsværd	100 %	273	221	273
Aarhus Minibusser ApS, Aarhus	100 %	1.769	556	4.920
		72.138	5.377	119.855

4. Provisions for investments in group enterprises

HB-Care Leasing ApS	102	127
	102	127

Notes

DKK thousand.

5. Charges and security

For all bank debts regarding Sydbank the company has provided security in the shares of HB-Care A/S representing a nominal value of DKK 1,200 thousand.

6. Contingencies

Joint taxation

With Greenfleet Holding A/S, company reg. no 39926474 as administration company, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

Any subsequent adjustments of corporate taxes or withholding tax, etc., may result in changes in the company's liabilities.

Accounting policies

The annual report for HB-Care Holding A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

No consolidated financial statements have been prepared pursuant to section 112 (1) of the Danish Financial Statements Act. The financial statements of HB-Care Holding A/S and its group enterprises are included in the consolidated financial statements for Greenfleet Holding A/S, Gladsaxe, CVR nr. 39926474.

Income statement

Gross profit

Gross profit comprises other operating income, and external costs.

Other external expenses comprise expenses incurred for administration.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Results from investments in group enterprises

After full elimination of intercompany profit or loss less amortised consolidated goodwill, the investment in the individual entities are recognised in the income statement as a proportional share of the entities' post-tax profit or loss.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

Accounting policies

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Investments

Investments in group enterprises

Investments in group enterprises are recognised and measured by applying the equity method. The equity method is used as a method of consolidation.

Investments in group enterprises are recognised in the statement of financial position at the proportionate share of the enterprise's equity value. This value is calculated in accordance with the parent's accounting policies with deductions or additions of unrealised intercompany gains and losses as well as with additions or deductions of the remaining value of positive or negative goodwill calculated in accordance with the acquisition method. Negative goodwill is recognised in the income statement at the time of acquisition of the equity investment. If the negative goodwill relates to contingent liabilities acquired, negative goodwill is not recognised until the contingent liabilities have been settled or lapsed.

Consolidated goodwill is amortised over its estimated useful life, which is determined on the basis of the management's experience with the individual business areas. Consolidated goodwill is amortised on a straight-line basis over the amortisation period, which represent 5-20 years. The depreciation period is determined on the basis of an assessment that these are strategically acquired enterprises with a strong market position and a long-term earnings profile.

In relation to material assets and liabilities recognised in group enterprises but are not represented in the parent, the following accounting policies have been applied.

Goodwill:

- Acquired goodwill is measured at cost with deduction of accumulated amortisation.

Property, plant, and equipment:

- Other property, plant, and equipment are measured at cost with the addition of depreciation and less accrued depreciation and impairment.

Leases:

- At their initial recognition in the statement of financial position, leases concerning property, plant, and equipment where the group enterprise holds all essential risks and advantages associated with the proprietary right (finance lease) are measured either at fair value or at the present value of the future lease payments, whichever value is lower. When calculating the present value, the discount rate used is the internal rate of return of the lease or, alternatively, the borrowing rate of the enterprise.

Accounting policies

- Leases are regarded as operating leases.

Receivables:

- Receivables are measured at amortised cost, which usually corresponds to nominal value.

Liabilities other than provisions:

- Liabilities other than provisions are measured at amortised cost which usually corresponds to the nominal value.

Investments in group enterprises with a negative equity value are measured at DKK 0, and any accounts receivable from these enterprises are written down to the extent that the account receivable is uncollectible. To the extent that the parent has a legal or constructive obligation to cover a negative balance that exceeds the account receivable, the remaining amount is recognised under provisions.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises transferred to the reserve under equity for net revaluation according to the equity method. Dividends from group enterprises expected to be adopted before the approval of this annual report are not subject to a limitation of the revaluation reserve. The reserve is adjusted by other equity movements in group enterprises.

Newly acquired or newly established companies are recognised in the financial statement as of the time of acquisition. Sold or liquidated companies are recognised until the date of disposal.

On the acquisition of enterprises, the acquisition method, the uniting-of-interests method or the book value method is applied, cf. the above description under Business combinations.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

Cash on hand and demand deposits

Cash on hand and demand deposits comprise cash at bank and on hand.

Accounting policies

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

According to the rules of joint taxation, HB-Care Holding A/S is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.