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PNO Holding A/S

Wildersgade 10 B, 3.
1408 København K
CVR No. 26101409

Annual report 2022

The Annual General Meeting adopted the annual report on 12.04.2023

Ask Andersen Holme
Chairman of the General Meeting

Contents

Entity details

Entity

PNO Holding A/S

Wildersgade 10 B, 3.

1408 København K

Business Registration No.: 26101409

Registered office: København

Financial year: 01.01.2022 - 31.12.2022

Statutory reports on the Entity's website

Statutory report on corporate governance: http://pnorental.com/about/#sustainability

Board of Directors

Gajakarnan Vibushanan Kandiah, Chairman

Jacob Nelson Lee Ørnstrand

Ibrahim Gokcen

Executive Board

Jacob Nelson Lee Ørnstrand, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of PNO Holding A/S for the financial year 01.01.2022 - 31.12.2022.

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

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2022 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 12.04.2023

Executive Board

Jacob Nelson Lee Ørnstrand
CEO

Board of Directors

Gajakarnan Vibushanan Kandiah
Chairman

Jacob Nelson Lee Ørnstrand

Ibrahim Gokcen

Independent auditor's report

To the shareholder of PNO Holding A/S

Opinion

We have audited the consolidated financial statements and the parent financial statements of PNO Holding A/S for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2022 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 consolidated financial statements and the parent financial statements" section of this auditor’s report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and the Entity’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 consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group's and the Entity'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 consolidated financial statements and the parent 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 Group's and the Entity'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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 commentary

Management is responsible for the management commentary.

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

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 12.04.2023

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bjørn Winkler Jakobsen
State Authorised Public Accountant
Identification No (MNE) mne32127

Henrik Hartmann Olesen
State Authorised Public Accountant
Identification No (MNE) mne34143

Management commentary

Financial highlights

	2022 DKK'000	2021 DKK'000	2020 DKK'000	2019 DKK'000	2018 DKK'000
Key figures					
Revenue	807,712	687,383	630,878	652,415	612,569
Gross profit/loss	582,092	492,717	469,900	499,684	473,411
Operating profit/loss	131,213	113,502	112,708	90,580	103,372
Net financials	(25,116)	(23,700)	(39,117)	(33,010)	(24,181)
Profit/loss for the year	78,257	73,642	57,719	45,471	62,732
Profit for the year excl. minority interests	75,578	71,704	56,417	44,577	62,515
Balance sheet total	2,337,219	1,971,034	1,892,510	1,990,013	1,897,171
Investments in property, plant and equipment	843,795	528,522	346,178	575,082	856,948
Equity	389,362	370,134	379,383	395,654	369,279
Equity excl. minority interests	382,331	365,782	376,969	394,542	369,062
Cash flows from operating activities	525,919	396,244	415,531	301,604	331,417
Cash flows from investing activities	(730,485)	(417,184)	(238,407)	(401,455)	(655,371)
Cash flows from financing activities	241,445	(2,135)	(185,420)	120,517	327,756
Average number of employees	77	69	76	87	84
Ratios					
Gross margin (%)	72.07	71.68	74.48	76.59	77.28
Net margin (%)	9.69	10.71	9.15	6.97	10.24
Return on equity (%)	20.20	19.31	14.63	11.68	18.25
Equity ratio (%)	16.36	18.56	19.92	19.83	19.45
Revenue per employee	10,490	9,962	8,301	7,499	7,293

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Gross margin (%):
Gross profit/loss * 100
Revenue

Net margin (%):
Profit/loss for the year * 100
Revenue

Return on equity (%):
Profit/loss for the year excl. minority interests * 100
Average equity excl. minority interests

Equity ratio (%):
Equity excl. minority interests * 100
Balance sheet total

Revenue per employee:
Revenue
Average number of employees

Primary activities

The key activities of the Company are to hold shares of group enterprises and to carry on investment activities. The activities are carried out through the subsidiaries in Denmark, Sweden, Norway, Finland, Netherland, Germany and Poland. As in previous years, the Group's business comprised the rental of trailers to the transport sector.

Foreword:
"We are committed to delivering sustainable growth in line with our purpose to lead the transition to sustainable freight. We have a clear ambition to create financial and sustainable impact through People, Planet and Profit via customer centric and competitive solutions through all our business interactions." Group CEO, Jacob Lee Ørnstrand.

The world is constantly changing, and this brings new expectations and opportunities for our business. In the changing business environment, we constantly strive to adapt by delivering the most cost-efficient and smart rental solutions to our customers.

We have always been agile in our way of conducting business, and therefore we are not afraid of choosing the road less travelled to ensure that we deliver the right solution. We are in this for the long haul and never compromise on service or quality.

We have always delivered pragmatic rental solutions, personal touch points and offered a wide product portfolio, and this approach continues to be a core asset in our competitive offering. To focus even more on the long-term person relationships, our way of working is based on country by country commercial set-ups, which ensured a more focused local presence and speed.

We have carefully listened to our customers and the market to understand the needs for digital innovation. We invest in new digital solutions that enable us to bring a new degree of flexibility, transparency and insights to our customers and ourselves. This supports our purpose of leading the transition to sustainable freight and unlocking the potential of sustainable growth.

Our 77 employees contributed to reach the year's. PNO has a strong and dedicated leadership and team in place, and we are prepared for our ambitious growth plan.

Development in activities and finances

Profit for the year amounts to DKK 78,2 million compared to a profit on DKK 73,6 million in 2021. Profit for the year before financial income and expenses at DKK 132,1 million against DKK 113,7 million in 2021. Revenue amounts to DKK 809,4 million compared to 687,4 million in 2021, corresponding to an increase of 15 %.

The result of the year is considered to be satisfactory and is above expectations.

For further information, reference is made to the following income statement, cash flow statement and balance sheet with related notes.

Profit/loss for the year in relation to expected developments

In 2022 our business was impacted by the war between Ukraine and Russia which created further disruption in a supply chain that already had production times much above the historic average. Further the war has impacted energy cost and overall inflation creating cost pressure and uncertainty among PNOs customers.

Overall the business model of PNO is resilient to external changes as cost increases on assets, interest etc. is fully passed on to customers by regulating the rental fees. However the lengthy delays on production of new trailers impacted our 2022 negatively as new assets in some cases was delivered more than 6 months later than expected. As the rental contract has the same lengths this has no long term impact on our profit, but looking at a single year it affects our revenue negatively as rental income only starts after the asset goes on rent.

In 2022 we further sold our workshop activities in Finland. This does not significantly effects our results but means that our business model is now fully transitioned to a pure focus on trailer rental with other activities placed externally with partners.

Uncertainty relating to recognition and measurement

There are no specific uncertainties in recognition and measurement in the annual report.

Particular risks

As mentioned above the war between Ukraine and Russia has created significant uncertainty in the markets PNO operates in. On the supply chain side we are currently seeing a normalization and thus this risk seems to be approaching normal (pre 2020) levels from H2 2023. However looking towards our customers there is a significant market uncertainty in the transport sector including risk of a general market downturn. If the transport market experiences a significant adverse development this will impact our sales potential. PNOs business model is long term resilient as we can adjust our fleet to match demand. However short term impact on profit will be difficult to avoid

Moreover, the Group depends on the procurement of necessary funding on terms that match market demands for leasing terms. Despite the economic environment we are not experiencing difficulties raising funds for asset financing.

Outlook

Despite the uncertainty, still associated with the situation in Russia and Ukraine, PNO still expects a good activity level in the transport market. Further the current inflationary environment is also positively affecting our topline. Hence, we expect revenue growth to be at a higher level in 2023. However, we also see price increases on most of our cost categories and so we expect a positive result for 2023 in the range of the 2022 result.

Knowledge resources

Over several years in the trailer industry, the Group's employees have accumulated considerable and unique knowledge within the industry, as well as a good technical understanding of the company's products.

Ongoing training of employees, as well as annual measurement of employee satisfaction continuously monitors job satisfaction and improve the employee’s skills in relation to existing and future work tasks.

Environmental performance

Impact covering People and Planet at PNO resonates with our purpose to lead the transition to sustainable freight. As the first in our industry globally, PNO became a B Corp in 2019 and in 2022 embarked on the recertification B Corp journey. We measure and manage our Scope 1-2 for all our office operations, and we measure and manage our Scope 3 business travels. Since 2021 we have started the work to understand and map the emission related to our supplieres and thereby measure and manage our Scope 3.

PNO's Impact Reports: https://pnorental.com/impact-overview/
B Corp and impact: https://pnorental.com/sustainability/

Statutory report on corporate social responsibility

The statutory statement is available on the company's website: https://pnorental.com/wp-content/uploads/2023/02/PNO-Impact-Report-2022_updated2023.pdf

Statutory report on the underrepresented gender

In the PNO Group, it is only PNO Holding A/S that is subject to the disclosure requirements pursuant to section 99b of the Danish Financial Statements Act. PNO Holding A/S's Board of Directors is the supreme governing body of the Company.

Group considers gender diversity in the Management Group a strength.

We have actively worked to improve gender balance through a number of concrete initiatives. We have set new targets for diversity, and we have established a workgroup that focused on DEI to ensure that we see concrete progress on our targets set. Read more: https://pnorental.com/sustainability/

In 2022, we continued our focus on Diversity Equity and Inclusion. We actively sought to increase the proportion of women in the management in connection with recruitment processes and internal promotions. In relation to recruitment processes in 2022, we made a requirement to conducts interviews with suitable candidates of both genders when possible, and furthermore, we prioritize the female candidate in cases where two candidates are considered equally qualified for a position. In relation to internal promotions in 2022, we focused on identifying talented female candidates who could take on greater responsibility in the Company and evaluated how and with what means we could help them succeed in the Company through education and leadership training. We implemented Diversity and Equity education for everyone in our leadership to ensure that everyone at PNO has an understanding of the parameters within this field.

Statutory report on data ethics policy

IT is a crucial part of our business, because of the increased digitization of our business, where data on employees, customers, trailers, and IT security are in focus. Data is collected mainly by our employees, and only to a limited extent via third parties.

We continuously ensure that our employees are aware of data ethics, GDPR legislation, IT security through internal awareness.

At present, we have not formulated format policies regarding data ethics, but these are under preparation and the project is rooted in the organization. The final policies are expected to be implemented within the coming financial year.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Consolidated income statement for 2022

	Notes	2022 DKK'000	2021 DKK'000
Revenue	1	807,712	687,383
Own work capitalised		4,778	3,998
Cost of sales		(190,336)	(150,161)
Other external expenses	2	(40,062)	(48,503)
Gross profit/loss		**582,092**	**492,717**
Staff costs	3	(59,611)	(55,552)
Depreciation, amortisation and impairment losses	4	(391,268)	(323,663)
Operating profit/loss		**131,213**	**113,502**
Other financial income	5	12,562	4,458
Other financial expenses	6	(37,678)	(28,158)
Profit/loss before tax		**106,097**	**89,802**
Tax on profit/loss for the year	7	(27,840)	(16,160)
Profit/loss for the year	8	**78,257**	**73,642**

Consolidated balance sheet at 31.12.2022

Assets

	Notes	2022 DKK'000	2021 DKK'000
Completed development projects	10	12,328	6,670
Acquired intangible assets		0	4
Development projects in progress	10	2,714	4,538
Intangible assets	9	**15,042**	**11,212**
Land and buildings		14,449	15,372
Other fixtures and fittings, tools and equipment		2,023,743	1,717,791
Property, plant and equipment	11	**2,038,192**	**1,733,163**
Fixed assets		**2,053,234**	**1,744,375**
Manufactured goods and goods for resale		407	848
Inventories		**407**	**848**
Trade receivables		135,614	109,526
Other receivables		6,210	14,561
Tax receivable		6,874	10,486
Prepayments	12	24,852	18,089
Receivables		**173,550**	**152,662**
Cash		**110,028**	**73,149**
Current assets		**283,985**	**226,659**
Assets		**2,337,219**	**1,971,034**

Equity and liabilities

	Notes	2022 DKK'000	2021 DKK'000
Contributed capital	13	625	625
Retained earnings		381,706	365,157
Equity belonging to Parent's shareholders		**382,331**	**365,782**
Equity belonging to minority interests		**7,031**	**4,352**
Equity		**389,362**	**370,134**
Deferred tax	14	113,022	111,620
Provisions		**113,022**	**111,620**
Lease liabilities		1,208,901	992,142
Non-current liabilities other than provisions	15	**1,208,901**	**992,142**
Current portion of non-current liabilities other than provisions	15	495,174	427,488
Prepayments received from customers		750	563
Trade payables		88,820	39,596
Tax payable		0	7,049
Other payables		28,389	22,442
Deferred income	16	12,801	0
Current liabilities other than provisions		**625,934**	**497,138**
Liabilities other than provisions		**1,834,835**	**1,489,280**
Equity and liabilities		**2,337,219**	**1,971,034**
Unrecognised rental and lease commitments	18		
Assets charged and collateral	19		
Transactions with related parties	20		
Subsidiaries	21		

Consolidated statement of changes in equity for 2022

	Contributed capital DKK'000	Retained earnings DKK'000	Equity belonging to Parent's shareholders DKK'000	Equity belonging to minority interests DKK'000	Total DKK'000
Equity beginning of year	625	365,157	365,782	4,352	370,134
Extraordinary dividend paid	0	(43,000)	(43,000)	0	(43,000)
Exchange rate adjustments	0	(16,029)	(16,029)	0	(16,029)
Profit/loss for the year	0	75,578	75,578	2,679	78,257
Equity end of year	**625**	**381,706**	**382,331**	**7,031**	**389,362**

Consolidated cash flow statement for 2022

	Notes	2022 DKK'000	2021 DKK'000
Operating profit/loss		131,213	113,502
Amortisation, depreciation and impairment losses		391,268	323,663
Working capital changes	17	44,095	(4,335)
Currency adjustment		7,858	0
Cash flow from ordinary operating activities		**574,434**	**432,830**
Financial income received		12,562	4,458
Financial expenses paid		(38,544)	(28,158)
Taxes refunded/(paid)		(22,533)	(11,869)
Other cash flows from operating activities		0	(1,017)
Cash flows from operating activities		**525,919**	**396,244**
Acquisition etc. of intangible assets		(5,635)	(4,593)
Acquisition etc. of property, plant and equipment		(843,795)	(528,522)
Sale of buildings		0	11,627
Sale of property, plant and equipment (trailers) (net)		118,945	104,304
Cash flows from investing activities		**(730,485)**	**(417,184)**
Free cash flows generated from operations and investments before financing		**(204,566)**	**(20,940)**
Loans raised		284,445	72,865
Dividend paid		(43,000)	(75,000)
Cash flows from financing activities		**241,445**	**(2,135)**
Increase/decrease in cash and cash equivalents		**36,879**	**(23,075)**
Cash and cash equivalents beginning of year		73,149	96,224
Cash and cash equivalents end of year		**110,028**	**73,149**
Cash and cash equivalents at year-end are composed of:			
Cash		110,028	73,149
Cash and cash equivalents end of year		**110,028**	**73,149**

Notes to consolidated financial statements

1 Revenue

	2022 DKK'000	2021 DKK'000
Denmark	110,509	96,104
Other EU-Countries	697,203	591,279
Total revenue by geographical market	**807,712**	**687,383**
Rental sales	709,099	615,356
Divestments	58,349	39,511
Workshop Sales	40,264	32,516
Total revenue by activity	**807,712**	**687,383**

2 Fees to the auditor appointed by the Annual General Meeting

	2022 DKK'000	2021 DKK'000
Statutory audit services	444	372
Other services	280	248
	724	**620**

3 Staff costs

	2022 DKK'000	2021 DKK'000
Wages and salaries	48,096	46,329
Pension costs	4,153	4,036
Other social security costs	2,929	2,752
Other staff costs	4,433	2,435
	59,611	**55,552**

Average number of full-time employees	**84**	**69**

	Remuneration of management 2022 DKK'000	Remuneration of management 2021 DKK'000
Total amount for management categories	7,396	4,552
	7,396	**4,552**

With reference to ÅRL § 98b, remuneration to the Company's Executive Board and the Board of Directors is shown together.

4 Depreciation, amortisation and impairment losses

	2022 DKK'000	2021 DKK'000
Amortisation of intangible assets	1,805	1,194
Depreciation on property, plant and equipment	389,835	334,744
Profit/loss from sale of intangible assets and property, plant and equipment	(372)	(12,275)
	391,268	**323,663**

5 Other financial income

	2022 DKK'000	2021 DKK'000
Other interest income	642	75
Exchange rate adjustments	11,887	4,379
Other financial income	33	4
	12,562	**4,458**

6 Other financial expenses

	2022 DKK'000	2021 DKK'000
Other interest expenses	31,892	27,338
Exchange rate adjustments	5,582	748
Other financial expenses	204	72
	37,678	**28,158**

7 Tax on profit/loss for the year

	2022 DKK'000	2021 DKK'000
Current tax	19,643	7,953
Change in deferred tax	7,263	10,191
Adjustment concerning previous years	934	(1,984)
	27,840	**16,160**

8 Proposed distribution of profit/loss

	2022 DKK'000	2021 DKK'000
Retained earnings	75,578	71,704
Minority interests' share of profit/loss	2,679	1,938
	78,257	**73,642**

9 Intangible assets

	Completed development projects DKK'000	Acquired intangible assets DKK'000	Development projects in progress DKK'000
Cost beginning of year	8,131	418	4,538
Transfers	7,459	0	(7,459)
Additions	0	0	5,635
Cost end of year	**15,590**	**418**	**2,714**
Amortisation and impairment losses beginning of year	(1,461)	(414)	0
Amortisation for the year	(1,801)	(4)	0
Amortisation and impairment losses end of year	**(3,262)**	**(418)**	**0**
Carrying amount end of year	**12,328**	**0**	**2,714**

10 Development projects

Due to the rising need for digital innovation across all industries, the PNO Group has started developing technological solutions to help the PNO Group best serve its customers. PNO Group has established an inhouse tech-hub called "PNO Ventures" which purpose is to strengthen our digital offering and develop new products. We want to build a standalone "Software-as-a-service" platform that connects trailer owners, operators and service providers. In this platform, you shall be able to service and share your trailer fleet to secure the highest possible time on the road. In 2022 the focus has been on the development of the internal platform with functional enhancements and automation for workflows related vendor management, fleet operations and global consistencies across markets. The cost associated with the development of these assets is on a running basis recognised as intangible assets. The amortization period is set to 5 years.

11 Property, plant and equipment

	Land and buildings DKK'000	Other fixtures and fittings, tools and equipment DKK'000
Cost beginning of year	36,622	3,133,065
Exchange rate adjustments	0	(79,826)
Additions	281	843,514
Disposals	0	(305,966)
Cost end of year	**36,903**	**3,590,787**
Depreciation and impairment losses beginning of year	(21,250)	(1,415,274)
Exchange rate adjustments	0	42,024
Depreciation for the year	(1,204)	(388,631)
Reversal regarding disposals	0	194,837
Depreciation and impairment losses end of year	**(22,454)**	**(1,567,044)**
Carrying amount end of year	**14,449**	**2,023,743**
Recognised assets not owned by Entity	0	**366,028**

12 Prepayments

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

13 Contributed capital

	Number	Par value DKK'000	Nominal value DKK'000
A-shares	50	1	50
B-shares	575	1	575
	625		**625**

14 Deferred tax

Changes during the year	**2022 DKK'000**	**2021 DKK'000**
Beginning of year	111,620	100,239
Recognised in the income statement	7,263	10,191
Other adjustments	(5,861)	1,190
End of year	**113,022**	**111,620**

Deferred tax relates to intangible assets, property, plant and equipment and other provisions.

15 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK'000	Due within 12 months 2021 DKK'000	Due after more than 12 months 2022 DKK'000	Outstanding after 5 years 2022 DKK'000
Lease liabilities	495,174	427,488	1,208,901	50,456
	495,174	**427,488**	**1,208,901**	**50,456**

16 Deferred income

Deferred income consists of grants from a german subsidy scheme for environmentally friendly assets recognized to other fixtures and fittings, tools and equipment in subsequent years .

17 Changes in working capital

	2022 DKK'000	2021 DKK'000
Increase/decrease in inventories	441	968
Increase/decrease in receivables	(24,500)	(3,290)
Increase/decrease in trade payables etc.	68,154	(2,013)
	44,095	**(4,335)**

18 Unrecognised rental and lease commitments

	2022 DKK'000	2021 DKK'000
Total liabilities under rental or lease agreements until maturity	**10,160**	**11,402**

For the liabilities under rental or lease agreements DKK 1,8M due 5 years after the balance date.

19 Assets charged and collateral

As security for contract debt and trade payables, retention of title has been provided in machinery and equipment.

The Company has provided jointly and several guarantee of payment in respect of a part the Group’s debt to credit institution.

20 Transactions with related parties

It is only required to report on transaction with retaled parties which has not been on marked conditions. All transaction with related parties in the fiscal year has been on marked conditions.

21 Subsidiaries

	Registered in	Corporate form	Ownership %
PNO Danmark A/S	Horsens, Denmark	A/S	100
PNO Sverige AB	Helsingborg, Sweden	AB	100
PNO Norge AS	Oslo, Norway	AS	100
PNO Finland OY	Helsinki, Finland	OY	100
PNO Netherlands B.V.	Venlo, Netherlands	B.V.	75
PNO Deutschland GmbH	Hamburg, Germany	GmbH	100.00
PNO Polska Sp. z o. o.	Poznan, Polska	Sp. z o. o.	100.00

Parent income statement for 2022

	Notes	2022 DKK'000	2021 DKK'000
Own work capitalised		4,778	3,998
Other operating income		39,668	28,501
Other external expenses		(11,715)	(9,491)
Gross profit/loss		**32,731**	**23,008**
Staff costs	2	(34,094)	(26,941)
Depreciation, amortisation and impairment losses	3	(2,272)	(1,836)
Operating profit/loss		**(3,635)**	**(5,769)**
Income from investments in group enterprises		81,536	76,819
Other financial expenses	4	(1,388)	(1,330)
Profit/loss before tax		**76,513**	**69,720**
Tax on profit/loss for the year		(934)	1,984
Profit/loss for the year	5	**75,579**	**71,704**

Parent balance sheet at 31.12.2022

Assets

	Notes	2022 DKK'000	2021 DKK'000
Completed development projects	7	12,328	6,670
Development projects in progress	7	2,714	4,538
Intangible assets	6	**15,042**	**11,208**
Other fixtures and fittings, tools and equipment		1,071	1,500
Property, plant and equipment	8	**1,071**	**1,500**
Investments in group enterprises		430,588	412,374
Financial assets	9	**430,588**	**412,374**
Fixed assets		**446,701**	**425,082**
Receivables from group enterprises		5,741	328
Other receivables		740	1,999
Joint taxation contribution receivable		1,050	1,984
Prepayments	10	1,149	1,551
Receivables		**8,680**	**5,862**
Cash		**261**	**2,214**
Current assets		**8,941**	**8,076**
Assets		**455,642**	**433,158**

Equity and liabilities

	Notes	2022 DKK'000	2021 DKK'000
Contributed capital		625	625
Reserve for net revaluation according to equity method		378,311	360,105
Reserve for development costs		11,734	8,743
Retained earnings		(8,339)	(3,691)
Equity		**382,331**	**365,782**
Trade payables		2,004	957
Payables to group enterprises		65,754	62,421
Other payables		5,553	3,998
Current liabilities other than provisions		**73,311**	**67,376**
Liabilities other than provisions		**73,311**	**67,376**
Equity and liabilities		**455,642**	**433,158**
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	11		
Contingent liabilities	12		
Assets charged and collateral	13		
Related parties with controlling interest	14		

Parent statement of changes in equity for 2022

	Contributed capital DKK'000	Reserve for net revaluation according to the equity method DKK'000	Reserve for development costs DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	625	360,105	8,743	(3,691)	365,782
Extraordinary dividend paid	0	0	0	(43,000)	(43,000)
Exchange rate adjustments	0	(16,030)	0	0	(16,030)
Dividends from group enterprises	0	(47,300)	0	47,300	0
Transfer to reserves	0	0	2,991	(2,991)	0
Profit/loss for the year	0	81,536	0	(5,957)	75,579
Equity end of year	**625**	**378,311**	**11,734**	**(8,339)**	**382,331**

Notes to parent financial statements

1 Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

2 Staff costs

	2022 DKK'000	2021 DKK'000
Wages and salaries	29,469	23,316
Pension costs	2,860	2,752
Other social security costs	208	171
Other staff costs	1,557	702
	34,094	**26,941**

Average number of full-time employees	**26**	**21**

	Remuneration of Management 2022 DKK'000	Remuneration of Management 2021 DKK'000
Total amount for management categories	7,396	4,552
	7,396	**4,552**

With reference to ÅRL § 98b, remuneration to the Company's Executive Board and the Board of Directors is shown together.

3 Depreciation, amortisation and impairment losses

	2022 DKK'000	2021 DKK'000
Amortisation of intangible assets	1,801	1,167
Depreciation on property, plant and equipment	471	669
	2,272	**1,836**

4 Other financial expenses

	2022 DKK'000	2021 DKK'000
Financial expenses from group enterprises	1,378	1,160
Other interest expenses	32	21
Exchange rate adjustments	(22)	149
	1,388	**1,330**

5 Proposed distribution of profit and loss

	2022 DKK'000	2021 DKK'000
Extraordinary dividend distributed in the financial year	43,000	75,000
Retained earnings	32,579	(3,296)
	75,579	**71,704**

6 Intangible assets

	Completed development projects DKK'000	Development projects in progress DKK'000
Cost beginning of year	8,131	4,538
Transfers	7,459	(7,459)
Additions	0	5,635
Cost end of year	**15,590**	**2,714**
Amortisation and impairment losses beginning of year	(1,461)	0
Amortisation for the year	(1,801)	0
Amortisation and impairment losses end of year	**(3,262)**	**0**
Carrying amount end of year	**12,328**	**2,714**

7 Development projects

Due to the rising need for digital innovation across all industries, the PNO Group has started developing technological solutions to help the PNO Group best serve its customers. PNO Group has established an inhouse tech-hub called “PNO Ventures” which purpose is to strengthen our digital offering and develop new products. We want to build a standalone “Software-as-a-service” platform that connects trailer owners, operators and service providers. In this platform, you shall be able to service and share your trailer fleet to secure the highest possible time on the road. In 2022 the focus has been on the development of the internal platform with functional enhancements and automation for workflows related vendor management, fleet operations and global consistencies across markets. The cost associated with the development of these assets is on a running basis recognized as intangible assets. The amortisation period is set to 5 years.

8 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK'000
Cost beginning of year	3,346
Additions	42
Cost end of year	**3,388**
Depreciation and impairment losses beginning of year	(1,846)
Depreciation for the year	(471)
Depreciation and impairment losses end of year	**(2,317)**
Carrying amount end of year	**1,071**

9 Financial assets

	Investments in group enterprises DKK'000
Cost beginning of year	52,269
Additions	8
Cost end of year	**52,277**
Revaluations beginning of year	360,105
Exchange rate adjustments	(16,030)
Share of profit/loss for the year	90,081
Adjustment of intra-group profits	(8,545)
Dividend	(47,300)
Revaluations end of year	**378,311**
Carrying amount end of year	**430,588**

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

10 Prepayments

Deferred income consists of payments received in respect of income in subsequent years.

11 Unrecognised rental and lease commitments

	2022 DKK'000	2021 DKK'000
Total liabilities under rental or lease agreements until maturity	**1,429**	**2,345**

12 Contingent liabilities

The Entity has issued a letter of support to one of the Group's subsidiaries by which the Parent is irrevocably obligated to support the entities in fulfilling all obligations until 1 January 2024.

The Entity participates in a Danish joint taxation arrangement in which Jacob Lee Ørnstrand Holding A/S, Central Business Registration No 34619530, serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from establishment of joint taxation for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company’s financial statements

13 Assets charged and collateral

As security for contract debt and trade payables, retention of title has been provided in trade receviables. The Company has provided a guarantee in respect of PNO NEDERLAND B.V.

14 Related parties with controlling interest

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:
Jacob PNO Holding A/S, Strandgade 26, 1., DK-1401 København K

Accounting policies

Reporting class
This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year. Reclassification of individual items in the income statement and balance sheet has been made with no effect on the income statement and equity.

Recognition and measurement
Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Consolidated financial statements
The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence are regarded as associates.

Basis of consolidation
The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.
Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Minority interests' proportionate share of profit or loss is presented as a separate item in Management's proposal for distribution of profit or loss, and their share of subsidiaries' net assets is presented as a separate item in group equity.
Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition

date, with net assets having been calculated at fair value.

Public grants

Public grants are recognised when a final commitment has been received from the grantor and it is probable that the conditions of the grant will be fulfilled. Grants are recognised as income in the income statement as earned. Grants awarded for acquisition of assets are recognised as deferred income in the balance sheet, which is taken to income on a straight-line basis over the useful life of the asset.

Income statement

Revenue

Revenue from the sale of rental services, divestment of trailers and related service is recognised in the income statement when delivery is made and risk has passed to the buyer.

Revenue can be divided into three categories. Rental sales, divestment sales and workshop sales. All revenue categories are recognised in the income statement when: Delivery has been made before year end:

- Delivery to customer has taken place before balance date

- A binding agreement has been signed

- The value of the contract has been determined

- Payment has been received or is highly likely to be received in the future

Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed. Net profit from sales and divestment of trailers are recognised as net revenue.

Own work capitalised

Own work capitalised comprises staff costs and other costs incurred in the financial year and recognised in cost for proprietary intangible assets and property, plant and equipment.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses
Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises
Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year.

Other financial income
Other financial income comprises of interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year
Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The 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.

The Parent is jointly taxed with all of its Danish group enterprises and other Danish consolidated companies. The current Danish income tax is allocated among the jointly taxed companies proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

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

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Indirect production costs in the form of indirectly attributable staff costs and amortisation of intangible assets and depreciation on property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

The amortization period used for development costs are 5 years.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised on a straight-line basis over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment
Land and buildings, plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation. For self-manufactured assets, cost comprises direct and indirect costs of materials, components, subsuppliers and labour costs. For assets held under finance leases, cost is the lower of the asset’s fair value and present value of future lease payments.

Indirect production costs in the form of indirect attributable staff costs and amortisation of intangible assets and depreciation of property, plant and equipment used in the development process are recognised in cost based on time spent on each asset.

Interest expenses on loans for the financing of the manufacture of property, plant and equipment are included in cost if they relate to the manufacturing period. All other finance costs are recognised in the income statement. The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Buildings	10-40 years
Other fixtures and fittings, tools and equipment	3-10 years
Own Trailers	8 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Assets held under finance leases
For assets held under finance leases, cost is measured at the lower of fair value and present value of future lease payments. At the calculation of the present value, the lease agreements’ rate of return is applied. Assets held under finance leases are amortised and written down according to the same policies as established for the Company’s other fixed assets.

The capitalised remaining lease obligation is recognised in the balance sheet as a liability, and the interest element of the lease payment is charged to the income statement on a current basis.

All other leases are considered as being operational leases. Payments made in connection with operational leases are recognised on a straight-line basis in the income statement over the term of the lease.

Investments in group enterprises
In the parent financial statements, investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits and losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. For other amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 5 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Inventories
Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of, depreciation on of and impairment losses relating to machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management. Finance costs are not included in cost.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

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

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

Joint taxation contributions payable or receivable
Current joint taxation contributions payable or receivable are recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

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

Cash
Cash comprises cash in hand and bank deposits.

Dividend
Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Minority interests
On initial recognition, minority interests are measured at the minority interests' share of the acquiree's net assets measured at fair value. No goodwill related to the minority interests' equity interests in the acquiree is recognised.

Deferred tax
Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Deferred tax relating to retaxation of previously deducted losses in foreign subsidiaries is recognised on the basis of an actual assessment of the purpose of each subsidiary.

Lease liabilities
Lease liabilities relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease liabilities are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

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

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

Prepayments received from customers
Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

Deferred income
Deferred income comprises income received grants they are recognised when a final commitment has been received from the grantor and it is probable that the conditions of the grant will be fulfilled. Grants are recognised as income in the income statement as earned.
Grants awarded for acquisition of assets are recognised as deferred income in the balance sheet, which is taken to income on a straight-line basis over the useful life of the asset.

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc. of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, inception of finance leases, repayments of interest-bearing debt, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank loans.