

PNC Holding ApS

Hørskættens 18, 2630 Taastrup

CVR no. 29 83 01 77

**Annual report for the period
1 July 2019 to 30 June 2020**

Adopted at the annual general meeting on 4
December 2020

Carsten Helt
chairman



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Statement by management on the annual report

The executive board has today discussed and approved the annual report of PNC Holding ApS for the financial year 1 July 2019 - 30 June 2020.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 30 June 2020 and of the results of the company's operations for the financial year 1 July 2019 - 30 June 2020.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Høje Taastrup, 4 December 2020

Executive board

Olof Patrik Nilsson

Carsten Helt

Independent auditor's report

To the shareholders of PNC Holding ApS

Opinion

We have audited the financial statements of PNC Holding ApS for the financial year 1 July 2019 - 30 June 2020, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. 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 company's financial position at 30 June 2020 and of the results of the company's operations for the financial year 1 July 2019 - 30 June 2020 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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 the 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.

Independent auditor's report

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, 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 Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 4 December 2020

Baker Tilly Denmark

Godkendt Revisionspartnerselskab
CVR no. 35 25 76 91

Henrik Ulvsgaard
State Authorised Public Accountant
MNE no. mne21318

Company details

| | |
|-----------------|--|
| The company | PNC Holding ApS Hørskættø 18 2630 Taastrup |
| | CVR no.: 29 83 01 77 |
| | Reporting period: 1 July 2019 - 30 June 2020 |
| | Incorporated: 21. December 2006 |
| | Domicile: Høje Taastrup |
| Executive board | Olof Patrik Nilsson Carsten Helt |
| Auditors | Baker Tilly Denmark Godkendt Revisionspartnerselskab Poul Bundgaards Vej 1, 1. 2500 Valby |

Management's review

Business review

The purpose of the company is to own shares in other companies.

Financial review

The company's income statement for the year ended 30 June 2020 shows a profit of DKK 2.956.708, and the balance sheet at 30 June 2020 shows equity of DKK 10.082.636.

In the financial year, there has been an outbreak and spread of the coronavirus due to the COVID-19 pandemic. However, the company is not expected to be significantly affected by the outbreak. Although we are at an early stage in terms of assessing the impact, management still expects that the outbreak will have no considerable financial impact on the company.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Income statement 1 July - 30 June

| | Note | 2019/20 | 2018/19 |
|---|------|------------------|----------------|
| | | DKK | DKK |
| Gross profit | | -41.250 | -61.878 |
| Income from investments in subsidiaries | | 2.126.781 | 142.310 |
| Financial costs | | -10.121 | -23.610 |
| Profit/loss before tax | | 2.075.410 | 56.822 |
| Tax on profit/loss for the year | 1 | 881.298 | 126.364 |
| Profit/loss for the year | | 2.956.708 | 183.186 |
| Recommended appropriation of profit/loss | | | |
| Proposed dividend for the year | | 3.000.000 | 0 |
| Reserve for net revaluation under the equity method | | 2.126.781 | 95.019 |
| Retained earnings | | -2.170.073 | 88.167 |
| | | 2.956.708 | 183.186 |

Balance sheet at 30 June 2020

| | Note | 2020 | 2019 |
|---|------|-------------------|-------------------|
| | | DKK | DKK |
| Assets | | | |
| Investments in subsidiaries | 2 | 7.776.249 | 5.849.468 |
| Fixed asset investments | | 7.776.249 | 5.849.468 |
| Tangible assets | | 7.776.249 | 5.849.468 |
| Receivables from subsidiaries | | 5.209.635 | 3.989.277 |
| Joint taxation contributions receivable | | 1.440.721 | 2.454.930 |
| Receivables | | 6.650.356 | 6.444.207 |
| Cash at bank and in hand | | 5.336 | 98.624 |
| Current assets total | | 6.655.692 | 6.542.831 |
| Assets total | | 14.431.941 | 12.392.299 |

Balance sheet at 30 June 2020

| | Note | 2020 DKK | 2019 DKK |
|---|------|-------------------|-------------------|
| Equity and liabilities | | | |
| Share capital | | 225.000 | 225.000 |
| Reserve for net revaluation under the equity method | | 6.121.140 | 4.194.359 |
| Retained earnings | | 736.496 | 2.706.569 |
| Proposed dividend for the year | | 3.000.000 | 0 |
| Total equity | 3 | 10.082.636 | 7.125.928 |
| Provision for deferred tax | | 2.298.230 | 3.015.298 |
| Total provisions | | 2.298.230 | 3.015.298 |
| Corporation tax | | 427.495 | 103.013 |
| Total non-current liabilities | | 427.495 | 103.013 |
| Payables to subsidiaries | | 1.362.424 | 1.323.714 |
| Corporation tax | | 138.501 | 701.691 |
| Other payables | | 122.655 | 122.655 |
| Total current liabilities | | 1.623.580 | 2.148.060 |
| Debt total | | 2.051.075 | 2.251.073 |
| Liabilities and equity total | | 14.431.941 | 12.392.299 |
| Contingent liabilities | 4 | | |
| Related parties and ownership structure | 5 | | |

Statement of changes in equity

| | Share capital | Reserve for net revalua- tion under the equity method | Retained earnings | Proposed dividend for the year | Total |
|---|----------------|--|----------------------|--------------------------------------|-------------------|
| | DKK | DKK | DKK | DKK | DKK |
| Equity at 1 July | 225.000 | 4.194.359 | 2.706.569 | 0 | 7.125.928 |
| Net profit/loss for the year | 0 | 2.126.781 | -2.170.073 | 3.000.000 | 2.956.708 |
| Distributed dividends from investments in subsidiaries | 0 | -200.000 | 200.000 | 0 | 0 |
| Equity at 30 June | 225.000 | 6.121.140 | 736.496 | 3.000.000 | 10.082.636 |

Notes

| | 2019/20 | 2018/19 |
|---|------------------|------------------|
| | DKK | DKK |
| 1 Tax on profit/loss for the year | | |
| Current tax for the year | -227.986 | -539.110 |
| Deferred tax for the year | -444.562 | 545.722 |
| Adjustment of tax concerning previous years | -208.750 | -132.976 |
| | -881.298 | -126.364 |
| 2 Investments in subsidiaries | | |
| Cost at 1 July | 1.655.109 | 1.530.000 |
| Additions for the year | 0 | 125.109 |
| Cost at 30 June | 1.655.109 | 1.655.109 |
| Revaluations at 1 July | 4.194.359 | 9.785.092 |
| Exchange rate adjustments | 0 | 14.248 |
| Net profit/loss for the year | 2.126.781 | 95.019 |
| Dividend | -200.000 | -5.700.000 |
| Revaluations at 30 June | 6.121.140 | 4.194.359 |
| Carrying amount at 30 June | 7.776.249 | 5.849.468 |

Investments in subsidiaries are specified as follows:

| Name | Registered office | Ownership interest |
|-----------------------|-------------------|--------------------|
| Emporium Partners ApS | Taastrup | 100% |
| Emporium Services ApS | Taastrup | 100% |

Notes

3 Equity

The share capital consists of 225.000 shares of a nominal value of DKK 1. No shares carry any special rights.

On 8 July 2015, the company acquired 11.012 treasury shares, corresponding to 4,89%. The total nominal value for the shares has been transferred from retained earnings under 'Equity'. These shares have not been cancelled and are therefore held as treasury shares. The company may choose to sell these shares at a later time. The shares have been acquired as part of the company's strategy.

4 Contingent liabilities

Contingent liabilities

The Entity serves as an administration company in a joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2013 for income taxes etc for the jointly taxed entities, and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

5 Related parties and ownership structure

Controlling interest

The following parties have significant influence over PNC Holding ApS:

Helt Holding ApS, Denmark, Parent

Hollis 2 Ltd., United Kingdom, Parent

Accounting policies

The annual report of PNC Holding ApS for 2019/20 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected provisions as regards larger entities.

The accounting policies applied are consistent with those of last year.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Other external costs

Other external costs include expenses related to administration etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses on securities and foreign currency transactions etc.

Accounting policies

Tax on profit/loss for the year

The company acts as management company for all jointly taxed entities and, in its capacity as such, pays all income taxes to the Danish tax authorities.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries and associates are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus or less any remaining value of positive or negative goodwill stated according to the purchase method.

Investments in subsidiaries and associates with a negative net asset value are measured at DKK 0, and the carrying amount of any receivables from these entities is reduced to the extent that they are considered irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the receivable, the balance is recognised under provisions.

Net revaluations of investments in subsidiaries and associates are taken to the net revaluation reserve according to the equity method in so far as that the carrying amount exceeds the cost. Dividends from subsidiaries which are expected to be declared before the annual report of PNC Holding ApS is adopted are not taken to the net revaluation reserve.

Acquisitions are accounted for using the purchase method, cf. the above description of the statement of goodwill.

Receivables

Receivables are measured at amortised cost.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Accounting policies

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.