

Sweco Danmark Holding ApS

Ørestads Boulevard 41

2300 Copenhagen S

CVR No. 31862671

Annual Report 2019

6. financial year

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 4 May 2020

Åsa Bergman
Chairman

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Management's Statement

Today, Management has considered and adopted the Annual Report of Sweco Danmark Holding ApS for the financial year 1 January 2019 - 31 December 2019.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January 2019 - 31 December 2019.

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

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

Copenhagen, 30 April 2020

Board of Executives

Dariusz Rezai
CEO

Steen Steensen
Finance Director

Board of Directors

Åsa Bergman
Chairman

Johan Olof Stålnacke
Vice Chairman

Dariusz Rezai
Member

Independent Auditors' Report

To the Shareholders of Sweco Danmark Holding ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January 2019 - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Sweco Danmark Holding ApS for the financial year 1 January 2019 - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material 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.

Independent Auditors' Report

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Hellerup, 30 April 2020

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab

CVR-no. 33771231

Ulrik Ræbild
State Authorised Public Accountant
mne33262

Jesper Bo Winther
State Authorised Public Accountant
mne26864

Sweco Danmark Holding ApS

Company details

Company	Sweco Danmark Holding ApS Ørestads Boulevard 41 2300 Copenhagen S
CVR No.	31862671
Date of formation	3 April 2014
Registered office	Copenhagen
Financial year	1 January 2019 - 31 December 2019
Board of Directors	Åsa Bergman Johan Olof Stålnacke Dariush Rezai, CEO
Board of Executives	Dariush Rezai, CEO Steen Steensen, Finance Director
Parent Company	Sweco Holdco B.V. (former Grontmij International B.V.) De Holle Bilt 22 NL-3732 HM De Bilt
Parent Company in charge of the Consolidated Financial Statements	Sweco AB (Publ). Gjörwellsgatan 22 Box 34044 SE-100 26 Stockholm Corp. ID no 556542-9841 www.sweco.se
Administration company	Sweco Danmark Holding ApS
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup CVR-no.: 33771231

Management's Review

The Company's principal activities

The principal activity of the Company is to hold share capital of Sweco Danmark A/S.

Development in activities and financial matters

The Company's Income Statement of the financial year 1 January 2019 - 31 December 2019 shows a result of DKK 34.932.821 and the Balance Sheet at 31 December 2019 a balance sheet total of DKK 657.910.370 and an equity of DKK 32.878.145.

Material changes in the Company's operations and financial matters

There has been no material changes in the Company's operations and financial matters.

Subsequent events

The company's expectations for the future will be adversely affected due to the outbreak of Covid-19 and the actions taken from governments in most of the world to mitigate the effects of the outbreak.

Prior to the Covid-19 outbreak, management in the subsidiary Sweco Danmark A/S expected growth in revenue and an increase in profit compared to the yearly result in 2019. This was based on the assumptions, that management in Sweco Danmark A/S expected an increased revenue, especially within the private housing market. However, the outbreak of Covid-19 has delayed a number of projects, both locally and internationally, as well as this has created uncertainty in the private housing market. Management in Sweco Danmark A/S expects this to have a negative impact on both revenue and profit for 2020. The extent of the impact is not yet known, as it is unknown how the effects will affect market developments in the second half of the year.

Management considers the implications of Covid-19 as a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjustment event to the company.

This means that the valuation of the company's assets at 31 December 2019 is based on assumptions which may differ from Management expectations at the time of adoption of the Annual Report.

The subsidiary Sweco Danmark A/S made an acquisition of KANT Arkitekter A/S as of March 1, 2020, and expects a positive impact on both revenue and profit in Sweco Danmark A/S.

Supplementary Reports

The Company had a negative equity at the end of 2018. The contributed capital has been restored in 2019.

Accounting Policies

Reporting Class

The Annual Report of Sweco Danmark Holding ApS for 2019 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B with some notes presented as for reporting class C.

The accounting policies applied remain unchanged from last year.

Consolidated Financial Statements

With reference to § 112 of the Danish Financial Statements Act, no Consolidated Financial Statement have been prepared because the Group enterprises are subsidiaries of a higher-ranking group.

Reporting currency

The Annual Report is presented in Danish kroner.

General Information

Basis of recognition and measurement

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the Income Statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the Income Statement.

Assets are recognised in the Balance Sheet when it is probable that future economic benefits attributable to the asset will accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the Annual Report, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Income Statement

Gross profit/loss

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Other external expenses

Other external costs include costs for administration.

Income from investments in group enterprises and associates

Income from investments comprises the proportionate share of profit/loss after tax and any adjustment of internal profit/loss and less amortisation of consolidated goodwill.

Accounting Policies

Financial income and expenses

Financial income and expenses are recognised in the Income Statement based on the amounts that concern the financial year. Financial income and expenses include interest revenue and expenses, as well as surcharges and allowances under the tax prepayment scheme.

Tax on net profit/loss for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

The Company and the Danish associates are taxed jointly. The Danish income tax is distributed between profit- and loss-making Danish companies in relation to their taxable income (full distribution).

Balance Sheet

Investments in group enterprises

Investments in group enterprises are measured by the equity method at the proportionately owned share of the equity of the enterprises plus any consolidated goodwill, less intercompany profit and negative goodwill.

Goodwill is calculated as the difference between cost of the investments and the pro rata share of the fair value of the assets and liabilities acquired which have been measured at fair value at the date of acquisition. The amortisation period for goodwill has been set to 20 years because of the strategically acquired enterprise which hold a strong marked position and a long-term earnings profile.

An impairment test of consolidated goodwill is performed in the event of indications of a decrease in value. The impairment test is performed for the activity or the business area to which the goodwill relates. Goodwill is written down to the higher of the value in use and the net selling price for the activity or business area to which the goodwill relates (recoverable amount) in the event that this one is lower than the carrying amount.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Equity

Proposed dividend for the year is recognised as a separate item in equity.

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

Liabilities

Financial liabilities are measured at amortised cost which usually corresponds to the nominal value.

Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

Income Statement

	Note	2019 kr.	2018 kr.
Gross profit		-57.327	-46.984
Profit from ordinary operating activities		<u>-57.327</u>	<u>-46.984</u>
Income from investments in group enterprises and associates		51.728.150	35.916.150
Finance income		3.290	321.499
Finance expenses arising from group enterprises		-20.922.969	-25.625.004
Other finance expenses		-134.929	-170.498
Profit from ordinary activities before tax		<u>30.616.215</u>	<u>10.395.163</u>
Tax expense		4.316.606	5.240.617
Profit		<u>34.932.821</u>	<u>15.635.780</u>
Proposed distribution of results			
Proposed dividend recognised in equity		30.000.000	0
Retained earnings		4.932.821	15.635.780
Distribution of profit		<u>34.932.821</u>	<u>15.635.780</u>

Balance Sheet as of 31 December

	Note	2019 kr.	2018 kr.
Assets			
Investments in group enterprises	1	642.065.260	715.337.110
Investments		642.065.260	715.337.110
Fixed assets		642.065.260	715.337.110
Current deferred tax		9.557.223	0
Deferred tax asset		0	5.240.617
Receivables		9.557.223	5.240.617
Cash and cash equivalents		6.287.887	27.447.779
Current assets		15.845.110	32.688.396
Assets		657.910.370	748.025.506

Balance Sheet as of 31 December

	Note	2019 kr.	2018 kr.
Liabilities and equity			
Contributed capital		600.000	600.000
Retained earnings		2.278.145	-2.654.676
Proposed dividend recognised in equity		30.000.000	0
Equity	2	32.878.145	-2.054.676
Payables to group enterprises		625.000.000	175.000.000
Long-term liabilities other than provisions	3	625.000.000	175.000.000
Short-term part of long-term liabilities other than provisions	3	0	575.000.000
Trade payables		31.250	62.498
Payables to group enterprises		975	17.684
Short-term liabilities other than provisions		32.225	575.080.182
Liabilities other than provisions within the business		625.032.225	750.080.182
Liabilities and equity		657.910.370	748.025.506
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Sweco Danmark Holding ApS

Statement of changes in Equity

	Contributed capital	Retained earnings	Proposed dividend recognised in equity	Total
Equity 1 January 2019	600.000	-2.654.676		-2.054.676
Dividend		-30.000.000	30.000.000	0
Profit (loss)		34.932.821		34.932.821
Equity 31 December 2019	600.000	2.278.145	30.000.000	32.878.145

The contributed capital has remained unchanged for the last 5 years.

Notes

	2019 kr.	2018 kr.
1. Investments in group enterprises		
Cost at the beginning of the year	915.000.000	740.000.000
Addition during the year, incl. improvements	0	175.000.000
Cost at the end of the year	915.000.000	915.000.000
Amortisation at the beginning of the year	-122.709.300	-96.414.450
Amortisation for the year	-26.294.850	-26.294.850
Amortisation at the end of the year	-149.004.150	-122.709.300
Value adjustments at the beginning of the year	-76.953.590	-89.213.590
Adjustments for the year	-46.977.000	12.260.000
Value adjustments at the end of the year	-123.930.590	-76.953.590
Carrying amount at the end of the year	642.065.260	715.337.110
<i>Adjustment for year can be specified:</i>		
Profit	78.023.000	62.211.000
Received dividend	-125.000.000	-34.000.000
Adjustment in Equity in Sweco Danmark A/S	0	-15.951.000
	-46.977.000	12.260.000
<i>Booked value can be specified:</i>		
Equity value	265.172.410	312.149.410
Goodwill	376.892.850	403.187.700
	642.065.260	715.337.110

Investments in group enterprises consist of Sweco Danmark A/S, Denmark, 100% share held.

2. Equity

The contributed capital has been restored during the year due to increased profitability of the Company.

3. Long term liabilities

	Due after 1 year kr.	Due within 1 year kr.	Due after 5 years kr.
Payables to group enterprises	625.000.000	0	0
	625.000.000	0	0

The loans of total DKK 625 million have maturity dates in 2023 (DKK 175 million) and in 2024 (DKK 450 million).

Notes

4. Events after the balance sheet date

The company's expectations for the future will be adversely affected due to the outbreak of Covid-19 and the actions taken from governments in most of the world to mitigate the effects of the outbreak.

Prior to the Covid-19 outbreak, management in the subsidiary Sweco Danmark A/S expected growth in revenue and an increase in profit compared to the yearly result in 2019. This was based on the assumptions, that management in Sweco Danmark A/S expected an increased revenue, especially within the private housing market.

However, the outbreak of Covid-19 has delayed a number of projects, both locally and internationally, as well as this has created uncertainty in the private housing market. Management in Sweco Danmark A/S expects this to have a negative impact on both revenue and profit for 2020. The extent of the impact is not yet known, as it is unknown how the effects will affect market developments in the second half of the year.

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The subsidiary Sweco Danmark A/S made an acquisition of KANT Arkitekter A/S as of March 1, 2020, and expects a positive impact on both revenue and profit in Sweco Danmark A/S.

5. Contingent liabilities

The Company is jointly taxed with the other enterprises in the group and are jointly and severally liable for the taxes that concern the joint taxation. Sweco Danmark Holding ApS is the administration Company in the joint taxation.

6. Collaterals and securities

No securities or mortgages exist at the balance sheet date.

7. Related parties

Sweco Holdco B.V. (former Grontmij International B.V.), the Netherlands holds 100% of the share capital and voting rights.

Sweco AB (publ), Sweden, is the ultimate parent company. The Consolidated Financial Statements are published on www.sweco.se.