



Newcobh Holding ApS

Sofievej 7
2950 Vedbæk
CVR No. 33882262

Annual report 2023

The Annual General Meeting adopted the annual report on 01.07.2024

Ole Bødtcher-Hansen
Chairman of the General Meeting

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Entity details

Entity

Newcobh Holding ApS

Sofievej 7

2950 Vedbæk

Business Registration No.: 33882262

Registered office: Hørsholm

Financial year: 01.01.2023 - 31.12.2023

Executive Board

Ole Bødtcher-Hansen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of Newcobh Holding ApS for the financial year 01.01.2023 - 31.12.2023.

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

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

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

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

Vedbæk, 01.07.2024

Executive Board

Ole Bødtcher-Hansen

Independent auditor's report

To the shareholders of Newcobh Holding ApS

Opinion

We have audited the financial statements of Newcobh Holding ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 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 financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the financial statements

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

In preparing the financial statements, Management is responsible for assessing the 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 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 financial statements

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

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 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 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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the 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 financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the 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 financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 01.07.2024

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Stine Eva Grothen

State Authorised Public Accountant

Identification No (MNE) mne29431

Management commentary

Primary activities

The activities of the Company consist of investments in securities and expedition cruise ships and related activities.

Development in activities and finances

Following the Covid-19 period the market recovery has been slower than expected for the cruise industry as a whole and including the Expedition Cruise niche market. This, together with some unusual operational events, have caused a substantial impairment of the investments in the shipping activities in 2023.

The Company has a positive outlook for 2024 mainly driven by pent-up demand and the desire to travel again.

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.

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		(400,492)	(150,066)
Income from investments in group enterprises		7,736,771	(20,842,041)
Income from investments in associates		(45,117,009)	(15,686,215)
Other financial income	1	1,413	6,610,630
Other financial expenses	2	(479,552)	(3,131,930)
Profit/loss before tax		(38,258,869)	(33,199,622)
Tax on profit/loss for the year	3	0	(723,762)
Profit/loss for the year		(38,258,869)	(33,923,384)
Proposed distribution of profit and loss			
Ordinary dividend for the financial year		4,600,000	5,800,000
Extraordinary dividend distributed in the financial year		0	3,000,000
Retained earnings		(42,858,869)	(42,723,384)
Proposed distribution of profit and loss		(38,258,869)	(33,923,384)

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Investments in group enterprises		136,261,109	134,524,338
Investments in associates		36,068,408	81,185,417
Financial assets	4	172,329,517	215,709,755
Fixed assets		172,329,517	215,709,755
Income tax receivable		1,109,491	383,001
Receivables		1,109,491	383,001
Cash		64,134	597,187
Current assets		1,173,625	980,188
Assets		173,503,142	216,689,943

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		80,000	80,000
Retained earnings		151,294,169	194,153,038
Proposed dividend		4,600,000	5,800,000
Equity		155,974,169	200,033,038
Bank loans		0	274
Payables to group enterprises		15,933,418	15,453,686
Joint taxation contribution payable		151,491	1,080,763
Other payables		1,444,064	122,182
Current liabilities other than provisions		17,528,973	16,656,905
Liabilities other than provisions		17,528,973	16,656,905
Equity and liabilities		173,503,142	216,689,943
Employees	5		
Contingent liabilities	6		
Assets charged and collateral	7		

Statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	80,000	194,153,038	5,800,000	200,033,038
Ordinary dividend paid	0	0	(5,800,000)	(5,800,000)
Profit/loss for the year	0	(42,858,869)	4,600,000	(38,258,869)
Equity end of year	80,000	151,294,169	4,600,000	155,974,169

Notes

1 Other financial income

	2023	2022
	DKK	DKK
Other interest income	1,413	2,872
Exchange rate adjustments	0	6,561,163
Interest regarding tax paid on account	0	46,595
	1,413	6,610,630

2 Other financial expenses

	2023	2022
	DKK	DKK
Financial expenses from group enterprises	426,010	734,342
Other interest expenses	5,874	5,333
Exchange rate adjustments	1,152	2,340,577
Other financial expenses	46,516	51,678
	479,552	3,131,930

3 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Current tax	0	723,762
	0	723,762

4 Financial assets

	Investments in group enterprises DKK	Investments in associates DKK
Cost beginning of year	247,078,950	111,610,272
Cost end of year	247,078,950	111,610,272
Impairment losses beginning of year	(112,554,612)	(30,424,855)
Share of profit/loss for the year	7,736,771	0
Dividend	(6,000,000)	0
Impairment losses for the year	0	(45,117,009)
Impairment losses end of year	(110,817,841)	(75,541,864)
Carrying amount end of year	136,261,109	36,068,408

Investments in subsidiaries	Registered in	Corporate form	Equity interest %	Equity DKK	Profit/loss DKK
OBH Holding ApS	Hørsholm	ApS	60	227,057,547	12,932,522
VCG III ApS	Hørsholm	ApS	100	26,580	(22,742)

Investments in associates	Registered in	Corporate form	Equity interest %	Equity DKK	Profit/loss DKK
DSO Holding ApS	Danmark	ApS	33.33	22,051,621	7,173,811
Danish Cruise Holdings ApS	Danmark	ApS	33.33	108,223,446	(139,900,894)

Investments in associates are recognised at cost in accordance with accounting policies.

5 Employees

The Entity has no employees except for the CEO.

6 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these entities.

7 Assets charged and collateral

The company has issued a letter of financial support in respect of the associated companies Danish Cruise Holdings ApS and subsidiaries, and DSO Holding ApS and subsidiaries. The company is only liable for its own parties.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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.

Income statement

Gross profit or loss

Gross profit or loss comprises external expenses.

Other external expenses

Other external expenses comprise administration costs.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Income from investments in associates

Income from investments in associates comprises the pro rata share of the individual associates' profit/loss after pro rata elimination of intra-group profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, 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 Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**Investments in group enterprises**

Equity 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 intragroup profits or losses.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

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.

Investments in associates

Investments in associates are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Investments in associates fall within the definitions of both participating interests and associates, yet in the financial statements they have been presented as investments in associates because this designation reflects more accurately the Company's involvement in the relevant entities.

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.

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.

Other financial liabilities

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

Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been 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.