



Tønder Biogas A/S

Midtmosevej 4
6270 Tønder
CVR No. 34578478

Annual report 2022

The Annual General Meeting adopted the annual report on 07.07.2023

Kristoffer West

Chairman of the General Meeting

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Entity details

Entity

Tønder Biogas A/S

Midtmosevej 4

6270 Tønder

Business Registration No.: 34578478

Registered office: Tønder

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Martin Skovsted Wennicke

Andreas Filtenborg Brandt

Ole Fich

Executive Board

Robert Allan Murray

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Dokken 8

6700 Esbjerg

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Tønder Biogas 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 financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations 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.

Tønder, 07.07.2023

Executive Board

Robert Allan Murray

Board of Directors

Martin Skovsted Wennicke

Andreas Filtenborg Brandt

Ole Fich

Independent auditor's report

To the shareholders of Tønder Biogas A/S

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Tønder Biogas 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. 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 31.12.2022 and of the results of its operations 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 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 of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Report on other legal and regulatory requirements and other reporting responsibilities**Non-compliance of company law and similar legislation**

Contrary to the Danish Companies Act, the Entity has not made written and signed minutes of meeting from board meetings, for which Management may be held liable.

Esbjerg, 07.07.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Stig Petersen

State Authorised Public Accountant
Identification No (MNE) mne35464

Management commentary

Primary activities

The Company's purpose is to operate in bioenergy, design, sales of bioenergy products, investment, produktion, etc. within alternative energy and related activities.

Income statement for 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		(3,277,699)	(4,706,399)
Depreciation, amortisation and impairment losses	2	(859)	(68,472,177)
Operating profit/loss		(3,278,558)	(73,178,576)
Other financial income		19,132	16,373
Other financial expenses	3	(1,271,653)	(899,343)
Profit/loss before tax		(4,531,079)	(74,061,546)
Tax on profit/loss for the year	4	990,838	15,436,241
Profit/loss for the year		(3,540,241)	(58,625,305)
Proposed distribution of profit and loss			
Retained earnings		(3,540,241)	(58,625,305)
Proposed distribution of profit and loss		(3,540,241)	(58,625,305)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Other fixtures and fittings, tools and equipment		40,391	0
Property, plant and equipment in progress		306,151,658	66,156,349
Property, plant and equipment	5	306,192,049	66,156,349
Fixed assets		306,192,049	66,156,349
Raw materials and consumables		1,874,491	0
Inventories		1,874,491	0
Trade receivables		366,294	0
Receivables from group enterprises		11,543,800	7,378,680
Deferred tax	6	15,142,756	14,151,918
Other receivables		2,750,492	1,122,350
Prepayments		658,296	11,263
Receivables		30,461,638	22,664,211
Cash		548,105	2,127,162
Current assets		32,884,234	24,791,373
Assets		339,076,283	90,947,722

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		500,001	500,001
Retained earnings		60,505,568	64,045,809
Equity		61,005,569	64,545,810
Trade payables		2,755,104	1,843,705
Payables to group enterprises		274,841,658	22,180,682
Income tax payable		0	1,575,506
Other payables		473,952	802,019
Current liabilities other than provisions		278,070,714	26,401,912
Liabilities other than provisions		278,070,714	26,401,912
Equity and liabilities		339,076,283	90,947,722

Events after the balance sheet date	1
Employees	7
Unrecognised rental and lease commitments	8
Contingent liabilities	9

Statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500,001	64,045,809	64,545,810
Profit/loss for the year	0	(3,540,241)	(3,540,241)
Equity end of year	500,001	60,505,568	61,005,569

Notes

1 Events after the balance sheet date

After the balance sheet date, with no impact on the annual report for 2022 the company have been sold to a new owner.

After the transaction the company has increased capital and secured the financing for the remaining construction of the plant.

2 Depreciation, amortisation and impairment losses

	2022	2021
	DKK	DKK
Depreciation of property, plant and equipment	859	0
Impairment losses on property, plant and equipment	0	68,472,177
	859	68,472,177

3 Other financial expenses

	2022	2021
	DKK	DKK
Financial expenses from group enterprises	1,228,783	259,994
Other interest expenses	37,652	226,327
Exchange rate adjustments	3,770	370,942
Other financial expenses	1,448	42,080
	1,271,653	899,343

4 Tax on profit/loss for the year

	2022	2021
	DKK	DKK
Change in deferred tax	(990,838)	(15,436,241)
	(990,838)	(15,436,241)

5 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Property, plant and equipment in progress DKK
Cost beginning of year	0	134,628,526
Additions	41,250	239,995,309
Cost end of year	41,250	374,623,835
Depreciation and impairment losses beginning of year	0	(68,472,177)
Depreciation for the year	(859)	0
Depreciation and impairment losses end of year	(859)	(68,472,177)
Carrying amount end of year	40,391	306,151,658

6 Deferred tax

	2022 DKK	2021 DKK
Property, plant and equipment	11,794,026	12,799,346
Tax losses carried forward	3,348,730	1,352,572
Deferred tax	15,142,756	14,151,918

Deferred tax assets

Based on the business plan for the plant in operations the deferred tax asset will be full used within a few years after the asset is fully constructed and operational.

7 Employees

The Entity has no employees other than the Executive Board. The Executive Officer has not received any remuneration.

8 Unrecognised rental and lease commitments

	2022 DKK	2021 DKK
Liabilities under rental or lease agreements until maturity in total	300,000	264,000

9 Contingent liabilities

The Entity participated in a Danish joint taxation arrangement where Anaergia A/S serves as the administration company until 22.03.2023. 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 the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

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.

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 revenue, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Changes in inventories of finished goods and work in progress

Changes in inventories of finished goods and work in progress comprise decreases or increases for the financial year in inventories of finished goods and work in progress. This item includes ordinary writedowns of such inventories. Changes in inventories of raw materials are included in costs of raw materials and consumables.

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.

Other external expenses

Other external expenses comprise administration cost as well as office expenses, etc

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment assets comprise depreciation, amortisation and impairment losses for the financial year.

Other financial income

Other financial income comprises transactions in foreign currencies.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, amortisation of financial liabilities, and 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.

Balance sheet**Property, plant and equipment**

Land and buildings, plant and machinery, and 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.

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
Other fixtures and fittings, tools and equipment	2 years

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.

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 of machinery, factory buildings and equipment used in the manufacturing process, and 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.

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.

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.

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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

Tax receivable or payable

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