
Soundport A/S

Nyhavn 55, DK-1051 København K

Annual Report for 2019

CVR-nr. 35 23 40 98

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 12/5 2020

Eric K. Horten
Chairman of the
general meeting

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Management's statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Soundport A/S for the financial year 1 January - 31 December 2019.

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 financial position at 31 December 2019 of the Company and of the results of the Company operations for 2019.

In our opinion, 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, 12 May 2020

Executive Board

Thomas Larsson
chief executive officer

Board of Directors

Eric K. Horten
chairman

Jan Frederik Paulsen

Thomas Larsson

Independent Auditor's report

To the shareholder of Soundport A/S

Opinion

We have audited the Financial Statements of Soundport A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies ("the Financial Statements").

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 - 31 December 2019 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 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.

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 Company's internal control.

Independent Auditor's report

- 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.

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 Financials 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.

Copenhagen, 12 May 2020

BDO

Statsautoriseret Revisionsaktieselskab

CVR No 20 22 26 70

Iben Larsen

state authorised public accountant

mne34474

Company information

The Company	Soundport A/S Nyhavn 55 DK-1051 København K CVR No: 35 23 40 98 Financial period: 1 January - 31 December Incorporated: 24 April 2013 Municipality of reg. office: Copenhagen
Board of Directors	Eric K. Horten, chairman Jan Frederik Paulsen Thomas Larsson
Executive board	Thomas Larsson
Auditors	BDO Statsautoriseret Revisionsaktieselskab Havneholmen 29 DK-1561 København V

Management's review

Key activities

The company's main activity is to acquire, develop and administer the real property title number 1 aeg Kastrup by, Kastrup, and to carry on other investment activities as directed by the supervisory board.

Development in the year

The income statement of the Company for 2019 shows a loss of DKK 98,180, and at 31 December 2019 the balance sheet of the Company shows positive equity of DKK 276,910,593.

The Company's property, which is situated in the industrial area Scanport farthest out on Amager, is to be a new domicile containing headquarters and laboratory facilities.

The Parent Company Neohorm A/S has issued a letter of comfort to Soundport A/S. We refer to note 1 to the Financial Statements for further details.

Subsequent events

After the balance sheet date an additional capital increase by cash has been made in the Company increasing the capital from DKK 35 million to DKK 42 million.

The Company's outlook for the future will be negatively affected by the COVID-19 outbreak and the measures taken by the Danish Government to mitigate the impacts of the outbreak, see also subsequent events disclosures in note 2. It is, however, too early yet to give an opinion as to the extent of the negative implications on the Company's outlook. Therefore, Management finds itself unable to disclose reliably its outlook for the future.

Income statement 1 January - 31 December

	Note	2019	2018
		DKK	DKK
Other external expenses		-114,380	-95,506
Gross profit/loss		-114,380	-95,506
Financial expenses		-11,492	-54
Profit/loss before tax		-125,872	-95,560
Tax on profit/loss for the year	3	27,692	240,336
Net profit/loss for the year		-98,180	144,776

Distribution of profit

	2019	2018
	DKK	DKK
Proposed distribution of profit		
Retained earnings	-98,180	144,776
	-98,180	144,776

Balance sheet 31 December

Assets

	Note	2019 DKK	2018 DKK
Property, plant and equipment in progress		800,683,694	498,567,215
Property, plant and equipment	4	800,683,694	498,567,215
Deposits	5	245,000	200,000
Fixed asset investments		245,000	200,000
Fixed assets		800,928,694	498,767,215
Other receivables		16,630,456	6,785,405
Deferred tax asset		4,899,185	561,455
Corporation tax		1,569,463	1,166,102
Prepayments		202,781	170,603
Receivables		23,301,885	8,683,565
Cash at bank and in hand		19,529,586	2,152,906
Current assets		42,831,471	10,836,471
Assets		843,760,165	509,603,686

Balance sheet 31 December

Liabilities and equity

	Note	2019 DKK	2018 DKK
Share capital		35,000,000	25,000,000
Share premium account		275,000,000	185,000,000
Retained earnings		-33,089,407	-12,145,724
Equity	6	<u>276,910,593</u>	<u>197,854,276</u>
Credit institutions		410,898,560	241,595,245
Deposits		43,957,020	35,631,475
Other payables		41,040,069	14,315,066
Long-term debt	7	<u>495,895,649</u>	<u>291,541,786</u>
Trade payables		<u>70,953,923</u>	<u>20,207,624</u>
Short-term debt		<u>70,953,923</u>	<u>20,207,624</u>
Debt		<u>566,849,572</u>	<u>311,749,410</u>
Liabilities and equity		<u>843,760,165</u>	<u>509,603,686</u>
Going concern	1		
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Notes to the financial statement

1. Going concern

Due to an expectation of increased costs and delay of the construction project, the covenants of the loan agreement with the Company's bank have been breached. The Parent Company has issued a letter of comfort to the effect that Neohorm A/S will cover the Company's need for capital to enable it to complete the construction project.

Negotiations are ongoing with the Company's bank and other partners with a view to obtain sufficient funding so that the construction project may be completed within the new expected timeline.

2. Subsequent events

The implications of COVID-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjusting event to the Company.

To date, the Company has been negatively impacted by the effects of COVID-19 as some contractors are leaving site or reducing their site presence. Other contractors have difficulties getting staff and materials to site.

Moreover, the project team is to a very large extent working from home. This is reducing the efficiency of completing design and other general project management activities. The construction management team is presently on site and Health Safety and Environment team has implemented Corona procedures in compliance with the rules and guidelines given by public authorities.

Many of the Company's contractors have indicated that they will continue projects in progress, but there is still a risk that COVID-19 will have negative impacts on project schedule and cost. Management is monitoring developments closely. It is, however, too early yet to give an opinion as to whether and, if so, to what extent COVID-19 will impact the overall construction project.

Notes to the financial statement

	<u>2019</u>	<u>2018</u>
	DKK	DKK
3. Income tax expense		
Current tax for the year	-1,569,463	-1,166,102
Deferred tax for the year	-4,337,730	-995,955
Adjustment of tax concerning previous years	0	-20,226
	<u>-5,907,193</u>	<u>-2,182,283</u>
thus distributed:		
Income tax expense	-27,692	-240,336
Tax on equity movements	-5,879,501	-1,941,947
	<u>-5,907,193</u>	<u>-2,182,283</u>
Calculated 22.00% tax on profit/loss for the year before tax	-27,692	-21,023
	<u>-27,692</u>	<u>-21,023</u>

4. Property, plant and equipment

	Property, plant and equipment in progress
	DKK
Cost at 1 January	498,567,215
Additions for the year	302,116,479
Cost at 31 December	<u>800,683,694</u>
Carrying amount at 31 December	<u>800,683,694</u>
Interest expenses recognised as part of cost	<u>24,141,399</u>

Notes to the financial statement

5. Other fixed asset investments

	Deposits DKK
Cost at 1 January	200,000
Additions for the year	45,000
Cost at 31 December	<u>245,000</u>
Carrying amount at 31 December	<u>245,000</u>

6. Equity

	Share capital	Share premium account	Retained earnings	Total
	DKK	DKK	DKK	DKK
Equity at 1 January	25,000,000	185,000,000	-12,145,725	197,854,275
Cash capital increase	10,000,000	90,000,000	0	100,000,000
Fair value adjustment of hedging instruments, end of year	0	0	-26,725,003	-26,725,003
Tax on adjustment of hedging instruments for the year	0	0	5,879,501	5,879,501
Net profit/loss for the year	0	0	-98,180	-98,180
Equity at 31 December	<u>35,000,000</u>	<u>275,000,000</u>	<u>-33,089,407</u>	<u>276,910,593</u>

The share capital consists of 35,000 shares of a nominal value of DKK 1,000. No shares carry any special rights.

Notes to the financial statement

7. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2019</u>	<u>2018</u>
	DKK	DKK
Credit institutions		
After 5 years	0	0
Between 1 and 5 years	<u>410,898,560</u>	<u>241,595,245</u>
Long-term part	<u>410,898,560</u>	<u>241,595,245</u>
Within 1 year	<u>0</u>	<u>0</u>
	<u>410,898,560</u>	<u>241,595,245</u>
Deposits		
After 5 years	<u>43,957,020</u>	<u>35,631,475</u>
Long-term part	<u>43,957,020</u>	<u>35,631,475</u>
Within 1 year	<u>0</u>	<u>0</u>
Short-term part	<u>0</u>	<u>0</u>
	<u>43,957,020</u>	<u>35,631,475</u>
Other payables		
After 5 years	<u>41,040,069</u>	<u>14,315,066</u>
Long-term part	<u>41,040,069</u>	<u>14,315,066</u>
Within 1 year	<u>0</u>	<u>0</u>
	<u>41,040,069</u>	<u>14,315,066</u>

Notes to the financial statement

8. Derivative financial instruments

Derivative financial instruments contracts in the form of interest rate swaps have been concluded. At the balance sheet date, the fair value of derivative financial instruments amounts to:

	<u>2019</u>	<u>2018</u>
	DKK	DKK
Liabilities	41,040,069	14,315,066

Interest rate swap contract has been concluded to hedge future interest payments on expected floating rate loan. The contract has a term of 120 months. Under the contract, an interest rate of CIBOR +0% is exchanged for a fixed rate of interest of 1.635% on expected loan with a principal amount of DKK 300,000,000. The interest rate swap contract has been concluded for a period of the expected loan of 10 years without installments. At the balance sheet date, the fair value of the interest rate swap amounts to DKK 41,040,069 (liability).

<u>2019</u>	<u>2018</u>
DKK	DKK

9. Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with bankers:

Mortgage deeds registered to the mortgagor totalling DKK 450,000,000, providing security on land and buildings at a total carrying amount of	800,683,694	498,567,215
Pledge of bank deposits	19,529,403	2,144,368

Other contingent liabilities

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Neohorm A/S, which is the management company of the joint taxation purposes. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Contractual obligations related to the construction were stated at DKK 345 million at 31 December 2019.

The Company has been notified of a alleged claim from a supplier of DKK 52.4 million. The Company has calculated a counterclaim of DKK 59.4 million under the same contract with the supplier which exceeds the notified claim. Management's overall assessment is that the notified claim and the Company's counterclaim will be settled in favour of the Company.

Notes to the financial statement

10. Related parties and disclosure of consolidated financial statements

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company of the smallest group:

<u>Name</u>	<u>Place of registered office</u>
NEY Investments BV	Siriusdreef 41, NL-2132 WT Hoofddorp, The Netherlands

Notes to the financial statement

11. Accounting policies

The Annual Report for Soundport A/S for 2019 has been prepared in accordance with the Danish Financial Statements Act for companies in Class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are 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 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Derivative financial instruments

Derivative financial instruments are initially recognised in the balance sheet at cost and are subsequently remeasured at their fair values. Positive and negative fair values of derivative financial instruments are classified as "Other receivables" and "Other payables", respectively.

Changes in the fair values of derivative financial instruments are recognised in the income statement unless the derivative financial instrument is designated and qualify as hedge accounting, see below.

Hedge accounting

Changes in the fair values of derivative financial instruments that are designated and qualify as hedges of expected future transactions are recognised in retained earnings under equity as regards the effective portion of the hedge. The ineffective portion is recognised in the income statement. If the hedged transaction results in an asset or a liability, the amount deferred in equity is transferred from equity and recognised in the cost of the asset or the liability, respectively. If the hedged transaction results in an income or an expense, the amount deferred in equity is transferred from equity to the income statement in the period in which the hedged transaction is recognised. The amount is recognised in the same item as the hedged transaction.

Notes to the financial statement

Income statement

Other external expenses

Other external expenses comprise expenses for office expenses, etc.

Financial income and expenses

Financial income and expenses comprise interest as well as extra payments and repayment under the on account taxation scheme.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with its parent company and affiliated companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Property, plant and equipment

Property, plant and equipment in progress are measured at cost price plus borrowing costs and other building-related costs.

Impairment of fixed assets

The carrying amounts of property are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Other fixed asset investments

Fixed asset investments consist of deposits.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments comprise prepaid expenses concerning rent.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Notes to the financial statement

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.