
Soundport A/S

Nyhavn 55, DK-1051 København K

Annual Report for 2023

CVR No. 35 23 40 98

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 13/2 2024

Bjarke Sanbeck
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 2023.

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 2023 of the Company and of the results of the Company operations for 2023.

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, 13 February 2024

Executive Board

Thomas Larsson
CEO

Board of Directors

Eric K. Horten
Chairman

Jan Frederik Paulsen

Thomas Larsson

Bjarke Sanbeck

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 2023, which comprise 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 financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 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 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' 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 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 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.

Copenhagen, 13 February 2024

BDO

Statsautoriseret revisionsaktieselskab

CVR No 20 22 26 70

Martin Dahl Jensen

state authorised public accountant

mne34294

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 Bjarke Sanbeck
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 investment properties including commercial leases.

Development in the year

The income statement of the Company for 2023 shows a loss of DKK 72,417,102, and at 31 December 2023 the balance sheet of the Company shows a positive equity of DKK 304,276,304.

The result for the year is significantly affected by the negative value adjustment of the company's property based on the current market situation.

The lease of the property proceeded as planned.

Soundport has been successful at the court in Milan in the Italian case, which was brought by the parent companies of a supplier to Soundport. The claim has been rejected, partly on the grounds that the withdrawal under the warranty was not unjustified, and furthermore that there is no jurisdiction for Soundport in Italy.

Uncertainty relating to recognition and measurement

The company's investment property is measured at fair value, which per the balance sheet date amounts to DKK 1,710 million. The fair value is calculated on the basis of a number of assumptions, including the property's budgeted cash flows and capitalisation (discount) rate set, cf. the description in the section of accounting policies applied. The discount rate is fixed and devalued to reflect the market's current rate of return on similar properties including expected inflation.

There is uncertainty associated with the determination of the discount rate, and an increase in the discount rate by 0.25% will reduce the fair value by DKK 80 million to DKK 1,630 million. A reduction in the discount rate by 0.25% will increase the fair value by DKK 90 million to DKK 1,800 million.

In addition, there has been no uncertainty regarding recognition and measurement in the Annual Report.

Income statement 1 January - 31 December

	Note	2023	2022
		DKK	DKK
Gross profit before value adjustments		93,107,118	52,656,731
Value adjustments of assets held for investment		-113,144,724	-282,840,958
Gross profit after value adjustments		-20,037,606	-230,184,227
Financial income		1,046,493	36,227,737
Financial expenses	1	-72,963,290	-23,688,871
Profit/loss before tax		-91,954,403	-217,645,361
Tax on profit/loss for the year	2	19,537,301	47,881,979
Net profit/loss for the year		-72,417,102	-169,763,382
 Distribution of profit			
		2023	2022
		DKK	DKK
Proposed distribution of profit			
Retained earnings		-72,417,102	-169,763,382
		-72,417,102	-169,763,382

Balance sheet 31 December

Assets

	Note	2023	2022
		DKK	DKK
Investment properties		1,711,000,000	1,810,000,000
Property, plant and equipment	3	1,711,000,000	1,810,000,000
Deposits	4	137,500	137,500
Fixed asset investments		137,500	137,500
Fixed assets		1,711,137,500	1,810,137,500
Trade receivables		0	156,007
Other receivables		5,605,630	32,194,665
Deferred tax asset		20,270,625	1,917,470
Corporation tax		1,040,891	1,185,485
Receivables		26,917,146	35,453,627
Cash at bank and in hand		43,643,216	3,239,195
Current assets		70,560,362	38,692,822
Assets		1,781,697,862	1,848,830,322

Balance sheet 31 December

Liabilities and equity

	Note	2023	2022
		DKK	DKK
Share capital		45,000,000	45,000,000
Share premium account		365,000,000	365,000,000
Reserve for hedging transactions		-3,896,015	-4,328,906
Retained earnings		-101,827,681	-29,410,578
Equity		304,276,304	376,260,516
Mortgage loans		1,000,221,334	1,000,221,334
Payables to group enterprises		429,383,474	403,848,150
Deposits		43,957,020	43,957,020
Long-term debt	6	1,473,561,828	1,448,026,504
Credit institutions		0	9,615,583
Trade payables		3,859,730	14,927,719
Short-term debt		3,859,730	24,543,302
Debt		1,477,421,558	1,472,569,806
Liabilities and equity		1,781,697,862	1,848,830,322
Contingent assets, liabilities and other financial obligations	7		
Related parties	8		
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Statement of changes in equity

	Share capital	Share premium account	Reserve for hedging transactions	Retained earnings	Total
	DKK	DKK	DKK	DKK	DKK
Equity at 1 January	45,000,000	365,000,000	-4,328,906	-29,410,579	376,260,515
Transfers, reserves	0	0	432,891	0	432,891
Net profit/loss for the year	0	0	0	-72,417,102	-72,417,102
Equity at 31 December	45,000,000	365,000,000	-3,896,015	-101,827,681	304,276,304

Notes to the Financial Statements

	<u>2023</u>	<u>2022</u>
	DKK	DKK
1. Financial expenses		
Interest paid to group enterprises	25,535,324	4,053,211
Other financial expenses	47,427,966	19,635,660
	<u>72,963,290</u>	<u>23,688,871</u>
	<u>2023</u>	<u>2022</u>
	DKK	DKK
2. Income tax expense		
Current tax for the year	-1,184,146	-1,185,485
Deferred tax for the year	-18,353,155	-41,281,561
	<u>-19,537,301</u>	<u>-42,467,046</u>
thus distributed:		
Income tax expense	-19,537,301	-47,881,979
Tax on equity movements	0	5,414,933
	<u>-19,537,301</u>	<u>-42,467,046</u>
Calculated 22.00% tax on profit/loss for the year before tax	-20,229,969	-47,881,979
Tax on non-deductible expenses and non-taxable income	625,263	0
Adjustment of tax concerning previous years	-21,158	0
Adjustments of provision for deferred tax	88,563	0
Tax on equity movements	0	5,414,933
	<u>-19,537,301</u>	<u>-42,467,046</u>

Notes to the Financial Statements

3. Assets measured at fair value

	Investment properties
	DKK
Cost at 1. January	1,900,292,232
Additions for the year	14,144,724
Cost at 31. December	<u>1,914,436,956</u>
Value adjustments at 1. January	-90,292,232
Revaluations for the year	-113,144,724
Value adjustments at 31. December	<u>-203,436,956</u>
Carrying amount at 31. December	<u>1,711,000,000</u>

Assumptions underlying the determination of fair value of investment properties

Investment properties are measured at fair value. The fair value is calculated by using generally accepted valuation methods. The determination of fair value is based on a Discounted Cash Flow model, and Management uses accounting estimates when determining the fair value. The use of accounting estimates implies that the statement of fair value is subject to some uncertainty. The fair value is stated based on assumptions that Management considers probable and realistic. Management reassesses assumptions on a current basis, and any changes to the assumptions are reflected in the fair value.

The fair value of Amager Strandvej 405, 2770 Kastrup (Office and laboratories) has been calculated based on the following assumptions:

	2023	2022
	DKK	DKK
The fair value of investment properties amounts to	1,711,000,000	1,810,000,000
Value adjustment, income statement	-113,144,724	-282,840,957
Budget period	27 years	27 years
Maintenance costs in % of rental income	0.95%	1.05%
Discount rate	4.3%	4.0%
Inflation	2%	2%
Rent per sqm	1,595 kr.	1,607 kr.

The lease is non-terminable until 1 May 2047. After expiry of the non-terminable period, it is assumed that the rent will be adjusted to estimated market rent for the property.

Notes to the Financial Statements

4. Other fixed asset investments

	Deposits
	DKK
Cost at 1. January	137,500
Cost at 31. December	137,500
Carrying amount at 31. December	137,500

5. Derivative financial instruments

The interest rate swap has been realised in the beginning of 2023.

Assets	0	30,648,405
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2023	2022
DKK	DKK

6. 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:

Mortgage loans

After 5 years	1,000,221,334	1,000,221,334
Long-term part	1,000,221,334	1,000,221,334
Within 1 year	0	0
	1,000,221,334	1,000,221,334

Payables to group enterprises

After 5 years	162,000,000	162,000,000
Between 1 and 5 years	267,383,474	241,848,150
Long-term part	429,383,474	403,848,150
Within 1 year	0	0
	429,383,474	403,848,150

Notes to the Financial Statements

	2023	2022
	DKK	DKK
6. Long-term debt		
Deposits		
After 5 years	43,957,020	43,957,020
Long-term part	43,957,020	43,957,020
Within 1 year	0	0
	43,957,020	43,957,020

	2023	2022
	DKK	DKK
7. Contingent assets, liabilities and other financial obligations		
Charges and security		
The following assets have been placed as security with mortgage credit institutes:		
Land and buildings with a carrying amount of	1,711,000,000	1,810,000,000
Registered liability of DKK 146,400 towards Grundejerforeningen Scanport.		

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.

8. 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 largest and smallest group:

Name	Place of registered office
Sastre Holding SA	6300-Zug, Switzerland

Notes to the Financial Statements

9. Accounting policies

The Annual Report of Soundport A/S for 2023 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 rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2023 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.

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 the fair value reserve 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 Statements

Income statement

Rental income

Rental income is recognised on a straight line-basis over the term of the lease.

Revenue is measured at the consideration received and is recognised exclusive of VAT.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of rental income and other external expenses.

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

Investment properties constitute land and buildings held to earn a return on the invested capital by way of current operating income and/or capital appreciation on sale.

On acquisition investment properties are measured at cost comprising the acquisition price and costs of acquisition. The cost of own constructed assets comprises the acquisition price and expenses directly related to the acquisition, including costs of acquisition and indirect expenses for labour, materials, components and suppliers up until the time when the asset is ready for use.

Interest expenses on loans contracted directly for financing the construction of properties are recognised in cost over the construction period.

After the initial recognition investment properties are measured at fair value. Value adjustments of investment properties are recognised in the income statement.

In Management's opinion the classification of the properties as investment properties did not cause any difficulties.

Fair value is the amount for which the property could be exchanged between knowledgeable, willing parties in an arm's length transaction on the balance sheet date. The determination of fair value involves material accounting estimates.

The fair value of investment properties has been assessed by the independent assessor firm CBRE A/S at 31 December 2023

The estimates applied are based on information and assumptions considered reasonable by Management but which are inherently uncertain and unpredictable. Actual events or circumstances will probably differ from the assumptions made in the calculations as often assumed events do not occur as expected. Such difference may be material. The assumptions applied are disclosed in the notes.

Notes to the Financial Statements

Discounted Cash Flow model

The fair value of investment properties has been determined at 31 December 2023 for each property by using a Discounted Cash Flow model under which expected future cash flows are discounted to present value. The calculations are based on property budgets for the coming years. Allowance has been made for developments in rentals, vacancies, operating expenses, maintenance and administration, etc. The individual, budgeted cash flows are discounted at an individually fixed discount rate added a terminal value. The value thus calculated is adjusted for any non-operating assets such as cash and cash equivalents, deposits, etc if they are not shown separately in the balance sheet.

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.

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.

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.

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 liabilities

Loans, such as mortgage loans and 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.

Notes to the Financial Statements

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

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