

Scandferries ApS

Havneholmen 25, 8.
DK-1561 Copenhagen
CVR No. 35487077

Annual report 2022

The Annual General Meeting adopted the annual report on 6 July 2023

Chairman of the General Meeting

Name: Carsten Rhodes-Nørland

Contents

Statement by Management on the annual report	3
Independent auditor's report	4
Company details	7
Management Commentary	8
Income statement for 2022	12
Balance sheet at 31.12.2022	13
Statement of changes in equity for 2022	15
Notes	16
Summary of significant accounting policies	18

Statement by Management on the annual report

The Executive Board have today considered and approved the annual report of Scandferries ApS for the financial year 1 January 2022 – 31 December 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 Company's financial position at 31 December 2022 and of the results of its operations for the financial year 1 January 2022 – 31 December 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.

Copenhagen, 6 July 2023

Executive Board

Carsten Rhodes-Nørland
CEO

Jesper Mikkelsen Heilbuth
CFO

Michael Guldmann Petersen
COO

Independent auditor's report

To the Shareholder of Scandferries ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company as of 31 December 2022, and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Scandferries ApS for the financial year 1 January - 31 December 2022, 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' 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.

Statement on Management's Commentary

Management is responsible for Management's Commentary.

Our opinion on the Financial Statements does not cover Management's 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 Management's Commentary and, in doing so, consider whether Management's Commentary 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 Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's 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 in Management's Commentary.

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 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, 6 July 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Bo Schou-Jacobsen
State Authorised Public Accountant
mne28703

André Nielsen
State Authorised Public Accountant
mne46624

Company details

Company

Scandferries ApS

Havneholmen 25, 8.

DK-1561 Copenhagen

CVR No: 35487077

Registered in: Copenhagen

Financial year: 01.01.2022 - 31.12.2022

Phone: +4533151515

Fax: +4535290201

Website: www.scandlines.dk

E-mail: scandlines@scandlines.dk

Executive Board

Carsten Rhodes-Nørland, CEO

Jesper Mikkelsen Heilbuth, CFO

Michael Guldmann Petersen, COO

Auditors

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44

DK-2900 Hellerup

Management Commentary

	2022	2021	2020	2019	2018
	<u>EUR'000</u>	<u>EUR'000</u>	<u>EUR'000</u>	<u>EUR'000</u>	<u>EUR'000</u>
Financial highlights					
Key figures					
Gross profit/loss	-45	-53	-46	-71	-100
Operating profit/loss	-45	-53	-46	-71	-100
Net financials	81.999	44.995	0	341.501	90.500
Profit/loss for the year	81.964	44.955	-34	341.439	90.400
Total assets	451.092	451.050	451.264	424.258	423.600
Equity	400.412	400.448	400.493	400.527	399.500
Ratios					
Return on equity (%)	20,5	11,2	0,0	85,4	23,1
Equity ratio (%)	88,8	88,8	88,7	94,4	94,3

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula
Return on equity (%)	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$
Equity ratio (%)	$\frac{\text{Equity} \times 100}{\text{Total assets}}$

Management Commentary

Primary activities

The Company's primary activity is to own affiliated companies.

Development in activities and finances

The financial year 2022 shows a result for the year of TEUR 81.964 (2021: TEUR 44.955).

As of 31 December 2022, total assets were TEUR 451.092 (2021: TEUR 451.050) with a total equity of TEUR 400.412 (2021: TEUR 400.448).

The performance is considered satisfactory.

For a detailed description of finances and activities, we refer to the Group Financial Statements of Scandlines Infrastructure ApS.

Outlook

The outlook is based on the development in the operations of the investments, as Scandferries ApS is a holding company.

Traffic volumes are expected to increase moderately in 2023 compared to 2022, which was impacted by COVID-19 and related restrictions early in the year and economic slowdown in the fourth quarter as a consequence of high inflation, increased interest rates and a weak SEK.

Modest growth is expected in leisure and shopping traffic volumes, which are seen to be somewhat impacted by a general economic slowdown. Bus travel is expected to gradually return to previous levels, and the steadily growing freight traffic volume is expected to continue the positive trajectory - however at a modest level.

We will maintain strict cost control and focus on ensuring continuous efficiency enhancements to mitigate the general inflationary pressure and macroeconomic volatility in the wake of Russia's invasion of Ukraine in early 2022. Scandlines' fuel supply is sourced from Western countries that are not subject to international sanctions, and price increases are mitigated by bunker surcharges and hedging.

Management expects revenue to increase moderately in 2023 and profitability to remain around the 2022 level.

Based on the expected level of profitability in Scandlines Group described above, it is management's expectation that the profitability will remain around the 2022 level.

Particular risks

The particular risks in the Company relates to the risks connected with the investments in affiliated companies. The most material financial risks are currency, oil and credit risks. We refer to the "Management commentary" in the Group Financial Statements of Scandlines Infrastructure ApS for a detailed description.

Intellectual capital resources

The Company continuously improves operational efficiency to maintain a strong competitive position against established competitors. In addition, qualified employees and management is critical to our success in the long term.

We refer to the "Risk management" in the Group financial statements of Scandlines Infrastructure ApS for a detailed description.

Staff

The Company has no employees.

Environmental performance

Safety for our passengers, crew and vessels is paramount to any other parameter in our business. Weekly and monthly exercises for our crewmembers and testing of our equipment follow mandatory education.

All vessels are inspected several times during a year, and we are satisfied to hold a high quality in 2022. For a more detailed description please see "Management commentary" in the Group Financial Statements of Scandlines Infrastructure ApS.

Uncertainty in relation to recognition and measurement

The Company has no material uncertainty in relation to recognition and measurement.

Unusual circumstances

There are no unusual circumstances in 2022.

Research- and development activities

The Company has no research- and development activities.

Branches

The Company has no branches.

Statutory report on corporate social responsibility and data ethics cf. 99a and 99d of the Danish Financial Statements Act

For our statutory statement on social responsibility in accordance with sections 99a of the Danish Financial Statements Act, we refer to the Sustainability report from our parent company Scandlines Infrastructure Aps (CVR: 38 10 32 45). The report can be found here:

[Annual report and Sustainability report | Scandlines](#) where our account on Scandlines' data ethics policy is also available in accordance with section 99d of the Danish Financial Statements Act.

Statutory report on the underrepresented gender cf. 99b of the Danish Financial Statements Act

The Executive Board of Scandferries ApS, currently does not have any female members elected by the general assembly which is due to the reason that the constituted Executive Board represents the Executive Board of the Parent Company. In 2022, the general assembly elected board members consisted of 3 males. The target of the Group is to have one female Board member, elected on a general assembly before 2026.

The Company has no employees as it is a simple holding company. According to section 139 c, subsection 7 of the Danish Companies Act, Scandferries ApS is therefore not required to formulate a policy to increase the ratio of the underrepresented gender at other management levels.

Scandlines operates in the maritime industry where many of the jobs are gender specific due to the special working environment. The intake on the educations needed for a job in Scandlines is also gender specific which makes it challenging to find candidates of the underrepresented gender in many areas. Furthermore, the unemployment rate in Denmark is very low for the time being which also brings down the number of suitable candidates. Scandlines does not work with quota but always employs the best-suited candidate for the job and works to make our advertisements as gender neutral as possible to attract both gender to all our open positions.

In addition, Scandlines has signed the Charter of Women in shipping.

Scandlines will continue to have a focus on improving the balance of the underrepresented gender in the coming year.

Income statement for 2022

	Note	2022 EUR'000	2021 EUR'000
Other external expenses		-45	-53
Gross profit / loss		-45	-53
Operating profit / loss		-45	-53
Income from investments in subsidiaries		82.000	45.000
Financial expenses		-1	-5
Profit / loss before tax		81.954	44.942
Tax on profit for the year	1	10	13
Profit / loss for the year	2	81.964	44.955

Balance sheet at 31.12.2022

	Note	31-12-2022 EUR'000	31-12-2021 EUR'000
Investments in subsidiaries	3	450.603	450.603
Fixed assets investments		450.603	450.603
Fixed assets		450.603	450.603
Receivable from affiliated companies		0	15
Other receivables		6	0
Receivables		6	15
Cash		483	432
Current assets		489	447
Assets		451.092	451.050

Balance sheet at 31.12.2022

	Note	31-12-2022 EUR'000	31-12-2021 EUR'000
Share capital		11	11
Retained earnings		365.401	400.437
Dividend		35.000	0
Equity		400.412	400.448
Trade payables		5	0
Payable to affiliated companies		50.675	50.602
Current liabilities		50.680	50.602
Liabilities		50.680	50.602
Equity and liabilities		451.092	451.050
Contingent liabilities	4		
Assets charged and collateral	5		
Transactions with related parties	6		
Group relations	7		
Employees	8		
Events after the balance sheet date	9		

Statement of changes in equity for 2022

	Share capital	Retained earnings	Dividend	Total
	EUR'000	EUR'000	EUR'000	EUR'000
Equity at 1 January 2022	11	400.437	0	400.448
Profit / loss for the year	0	46.964	35.000	81.964
Extraordinary dividend	0	-82.000	0	-82.000
Equity at 31 december 2022	11	365.401	35.000	400.412

The share capital consists of 84.000 share of DKK 1 nominal.

Notes

	31-12-2022	31-12-2021
	EUR'000	EUR'000
1 Tax on profit for the year		
Current tax	10	12
Current tax previous year	0	1
Total tax on profit for the year	10	13

2 Proposed distribution of profit / loss		
Profit/loss for the year	46.964	44.955
Proposed dividend	35.000	0
Total retained earnings	81.964	44.955

3 Fixed assets investments	Investments in group enterprises
Cost at 1 January	450.603
Cost at 31 December	450.603

	Registered in	Corporate form	Equity interest %
Investments in group enterprises:			
Scandlines ApS	Copenhagen	ApS	100
Scandferries Holding GmbH*	Hamburg	GmbH	100
Scandlines Deutschland GmbH*	Hamburg	GmbH	100
Scandlines Schiff GmbH & Co. KG*	Hamburg	KG	100
Scandlines Schiff Verwaltungs GmbH*	Hamburg	GmbH	100
Scandlines Bordershop Puttgarden GmbH*	Hamburg	GmbH	100
Scandlines Bordershop Rostock GmbH*	Hamburg	GmbH	100
Scandlines Danmark ApS	Copenhagen	ApS	100
Scandlines Catering ApS	Copenhagen	ApS	100
Scandlines Gedser-Rostock ApS	Copenhagen	ApS	100

	Equity EUR'000	Profit/Loss EUR'000
Investments in group enterprises - continued:		
Scandlines ApS	175.257	54.793
Scandlines Danmark ApS	269.278	71.576
Scandlines Catering ApS	3.430	118
Scandlines Gedser Rostock ApS	36.880	18.582

All recognized amounts are based on latest financial reporting.

* Equity and Profit/Loss has not been disclosed in accordance with ÅRL §97a (3)

Notes

4 Contingent liabilities

The Group's Danish companies are jointly and severally liable for tax on the Group's jointly taxed income, etc. The total amount of corporation tax due is stated in the Financial Statements of Scandlines Infrastructure ApS, which is the management Company in relation to joint taxation. The Group's Danish companies are also jointly and severally liable for Danish withholding taxes in the form of dividend tax, royalty tax and interest tax. Any subsequent corrections to corporation taxes and withholding taxes may result in the Company's liability constituting a larger amount.

5 Assets charged and collateral

The investments in subsidiaries and receivables from subsidiaries have been pledged as security for the bank debt in Scandlines ApS.

6 Transactions with related parties

There have not been transactions between the Company and its related parties which are not carried out under normal market conditions.

7 Group relations

Name and registered office of the Parent preparing consolidated Financial Statements for the smallest and the largest group:

Scandlines Infrastructure ApS, Copenhagen

8 Employees	31-12-2022	31-12-2021
	EUR'000	EUR'000
Salary	1.666	2.282
Bonus	1.674	4.015
Pension	220	252
Total remuneration of management	3.560	6.549

The Company has no employees.

The figures stated relates to the Executive Board's remuneration for handling the whole Scandlines Infrastructure Group. Thus, the figures stated is not recognised in the income statement of the Company. Therefore, only a minor part of the total remuneration is directly related to the work performed in Scandferries ApS.

9 Events after the balance sheet date

No events have occurred in the period from the balance sheet date until the date of release of this annual report that would materially affect the evaluation of the annual report.

Summary of significant accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied for the Financial Statements are consistent with those applied last year.

The Financial Statements have been presented in TEUR.

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 Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Company 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 Company, 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.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Fixed assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Other external expenses

Other external expenses include expenses relating to the Company's ordinary activities, including corporate costs.

Income from investments in subsidiaries

Income from investments in subsidiaries comprises dividend etc. received in the financial year.

Dividends from subsidiaries are recognized in the Company's income statement in the financial year in which the dividend is declared. If the amount distributed exceeds the subsidiary's result for the period, an impairment test is performed.

Financial expenses

Other financial expenses comprise interests.

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 Company is jointly taxed with all Danish subsidiaries. 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 subsidiaries**

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

Receivables

Receivables are measured at amortised cost, usually equaling nominal value less write-downs for bad and doubtful debts.

Corporate tax payable or receivable

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

Cash

Cash comprises cash in hand and bank deposits.

Consolidated Financial Statements

With reference to the Danish Financial Statements Act §112(2), the Company has not prepared Consolidated Financial Statements. The Company's Financial Statements are included in the Consolidated Financial Statements of Scandlines Infrastructure ApS.

Cash flow statement

The Company has according to the Danish Financial Statements Act §86(4) omitted to produce a cash flow statement.

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registeret, og informationerne er listet herunder.

“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Jesper Mikkelsen Heilbuth

CFO

På vegne af: Scandferries ApS

Serienummer: 8492e02d-df7b-4576-bc97-ee9aad063279

IP: 77.243.xxx.xxx

2023-07-07 10:41:53 UTC



Michael Guldmann Petersen

COO

På vegne af: Scandferries ApS

Serienummer: fba1b971-c17d-402d-9a2-f27154eb7351

IP: 77.243.xxx.xxx

2023-07-07 12:12:00 UTC



Navnet er skjult

CEO

På vegne af: Scandferries ApS

Serienummer: ae0b1071-d38f-4879-9307-de91c3e5ed51

IP: 62.198.xxx.xxx

2023-07-09 19:54:35 UTC



Bo Schou-Jacobsen

Statsautoriseret revisor

På vegne af: PricewaterhouseCoopers Statsautoriseret...

Serienummer: CVR:33771231-RID:24377003

IP: 83.136.xxx.xxx

2023-07-10 08:37:50 UTC



André Nielsen

Statsautoriseret revisor

På vegne af: PricewaterhouseCoopers Statsautoriseret...

Serienummer: 4295d801-8bd0-40ba-b446-49fc676c8ca7

IP: 87.49.xxx.xxx

2023-07-11 06:56:13 UTC



Navnet er skjult

Dirigent

Serienummer: ae0b1071-d38f-4879-9307-de91c3e5ed51

IP: 77.243.xxx.xxx

2023-07-11 08:16:30 UTC



Penneo dokumentnøgle: 84QGT-BGLFJ-UUEBM-FDEZO-8FFJD-F1DNX

Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstempelt med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service** <penneo@penneo.com>. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser i indlejret i dokumentet ved at anvende Penneos validator på følgende websted: <https://penneo.com/validator>