

# NEPTUNE KIWI HOLDING ApS

Trianglen 4, 3. tv, 2100 København Ø

CVR no. 35 84 99 04

## Annual report 2022

Approved at the Company's annual general meeting on 22 May 2023

Chair of the meeting:



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Carl Edgar Serge Vøgg

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## Statement by the Board of Directors and the Executive Board

Today, the Executive Board has discussed and approved the annual report of NEPTUNE KIWI HOLDING ApS for the financial year 1 January - 31 December 2022.

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 of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 22 May 2023  
Executive Board:



Carl Edgar Serge Vøgg



Katia Ciesielska



Harry Duncan MacDonald

## Independent auditor's report

To the shareholder of NEPTUNE KIWI HOLDING ApS

### Opinion

We have audited the financial statements of NEPTUNE KIWI HOLDING ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 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.

### 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

### 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 as to 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 the 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.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

## Independent auditor's report

- ▶ 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 note 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 the Management's review

Management is responsible for the Management's review.


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

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Odense, 22 May 2023  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

  
Morten Schougaard Sørensen  
State Authorised Public Accountant  
mne32129

## Management's review

### Company details

Name	NEPTUNE KIWI HOLDING ApS
Address, Postal code, City	C/O Pears Global Real Estate Denmark ApS Triangeln 4, 3. tv, 2100 København Ø
CVR no.	35 84 99 04
Established	13 May 2014
Registered office	Copenhagen
Financial year	1 January - 31 December
Executive Board	Carl Edgar Serge Vøgg Katia Ciesielska Harry Duncan MacDonald
Auditors	EY Godkendt Revisionspartnerselskab Cortex Park Vest 3, 5230 Odense M, Denmark

## **Management's review**

### **Business review**

The purpose of the company is to hold shares in companies, acquire, hold, sell and rent out real estate or to engage in any other related business.

### **Financial review**

The income statement for 2022 shows a profit of DKK 13,786,794 against a loss of DKK 1,783,131 last year, and the balance sheet at 31 December 2022 shows equity of DKK 48,591,550.

### **Events after the balance sheet date**

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

## Financial statements 1 January - 31 December

## Income statement

Note	DKK	2022	2021
	<b>Gross loss</b>	-18,768	-15,985
	Income from investments in group entities	15,000,000	0
	Financial income, group enterprises	3,410,082	2,916,825
	Financial income	23,962	24,424
	Financial expenses, group enterprises	-4,777,532	-4,999,450
	Financial expenses	-199,895	-218,767
	<b>Profit/loss before tax</b>	13,437,849	-2,292,953
	Tax for the year	348,945	509,822
	<b>Profit/loss for the year</b>	<u>13,786,794</u>	<u>-1,783,131</u>
	<b>Recommended appropriation of profit/loss</b>		
	Proposed dividend recognised under equity	12,000,000	15,000,000
	Extraordinary dividend distributed in the year	7,900,000	0
	Retained earnings/accumulated loss	-6,113,206	-16,783,131
		<u>13,786,794</u>	<u>-1,783,131</u>



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	2022	2021
	<b>ASSETS</b>		
	<b>Fixed assets</b>		
	<b>Investments</b>		
	Investments in group entities	95,627,941	95,627,941
		<u>95,627,941</u>	<u>95,627,941</u>
	<b>Total fixed assets</b>	<u>95,627,941</u>	<u>95,627,941</u>
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Receivables from group entities	63,217,041	75,808,827
	Joint taxation contribution receivable	348,945	509,822
	Other receivables	0	61,902
		<u>63,565,986</u>	<u>76,380,551</u>
	<b>Cash</b>	<u>2,591,172</u>	<u>2,581,521</u>
	<b>Total non-fixed assets</b>	<u>66,157,158</u>	<u>78,962,072</u>
	<b>TOTAL ASSETS</b>	<u>161,785,099</u>	<u>174,590,013</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
	Share capital	200,001	200,001
	Retained earnings	36,391,549	42,504,755
	Dividend proposed for the year	12,000,000	15,000,000
	<b>Total equity</b>	<u>48,591,550</u>	<u>57,704,756</u>
	<b>Liabilities other than provisions</b>		
	<b>Current liabilities other than provisions</b>		
	Bank debt	4,175,565	11,813,029
	Payables to group entities	109,008,133	105,062,752
	Other payables	9,851	9,476
		<u>113,193,549</u>	<u>116,885,257</u>
	<b>Total liabilities other than provisions</b>	<u>113,193,549</u>	<u>116,885,257</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>161,785,099</u>	<u>174,590,013</u>

- 1 Accounting policies
- 2 Staff costs
- 3 Contractual obligations and contingencies, etc.
- 4 Collateral
- 5 Related parties

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK	Share capital	Retained earnings	Dividend proposed for the year	Total
Equity at 1 January 2021	200,001	59,287,886	15,600,000	75,087,887
Transfer through appropriation of loss	0	-16,783,131	15,000,000	-1,783,131
Dividend distributed	0	0	-15,600,000	-15,600,000
<b>Equity at 1 January 2022</b>	<b>200,001</b>	<b>42,504,755</b>	<b>15,000,000</b>	<b>57,704,756</b>
Transfer through appropriation of profit	0	-6,113,206	19,900,000	13,786,794
Dividend distributed	0	0	-15,000,000	-15,000,000
Extraordinary dividend distributed	0	0	-7,900,000	-7,900,000
<b>Equity at 31 December 2022</b>	<b>200,001</b>	<b>36,391,549</b>	<b>12,000,000</b>	<b>48,591,550</b>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of NEPTUNE KIWI HOLDING ApS for 2022 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### Reporting currency

The financial statements are presented in Danish kroner (DKK).

### Income statement

#### Gross loss

The items revenue, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

#### Other external expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to administration etc.

#### Profit/loss from investments in subsidiaries

The item includes dividend received from subsidiaries in so far as the dividend does not exceed the accumulated earnings in the subsidiary in the period of ownership.

#### Financial income and expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year.

#### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its group entities are jointly taxed. The total income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Balance sheet

##### Investments in subsidiaries

Investments in subsidiaries are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary during the period of ownership are treated as a reduction in the cost of acquisition.

##### Impairment of fixed assets

Investments are carried at cost. Every year investments in subsidiaries are reviewed for impairment.

##### Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

##### Cash

Cash comprise bank balances.

##### Equity

##### *Proposed dividends*

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

##### Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

As management company for all the entities in the joint taxation arrangement, the parent company is liable for payment of the subsidiaries' income taxes vis à vis the tax authorities as the subsidiaries pay their joint taxation contributions. Joint taxation contributions payable or receivable are recognised in the balance sheet as income tax receivables or payables.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Other payables

Other payables are measured at net realisable value.

#### 2 Staff costs

The Company has no employees.

#### 3 Contractual obligations and contingencies, etc.

##### Other contingent liabilities

The Company is jointly taxed with other Danish group entities and is jointly and severally liable with other jointly taxed group entities for payment of income taxes for the income year as well as withholding taxes on interest and dividends.

#### 4 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2022.

The Company has provided letter of support to subsidiaries and subsidiaries of subsidiaries.

#### 5 Related parties

##### Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Neptune Ejendomme ApS	Trianglen 4, 3. tv, Copenhagen	<a href="http://www.cvr.dk">www.cvr.dk</a>