



Black Topco ApS

Strandvejen 2 A
8410 Rønne
CVR No. 35874097

Annual report 01.07.2019 - 30.06.2020

The Annual General Meeting adopted the
annual report on 30.10.2020

A handwritten signature in blue ink, appearing to read 'Kenneth M', with a long horizontal line extending to the right.

Kenneth Christian Mikkelsen
Chairman of the General Meeting

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Entity details

Entity

Black Topco ApS
Strandvejen 2 A
8410 Rønne

CVR No.: 35874097

Registered office: Syddjurs

Financial year: 01.07.2019 - 30.06.2020

Board of Directors

Jacob Florian Randbæk, CEO
Kenneth Christian Mikkelsen, CEO

Executive Board

Jacob Florian Randbæk, CEO
Kenneth Christian Mikkelsen, CFO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
City Tower, Værkmestergade 2
8000 Aarhus C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Black Topco ApS for the financial year 01.07.2019 - 30.06.2020.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.06.2020 and of the results of its operations for the financial year 01.07.2019 - 30.06.2020.

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.

Rønde, 30.10.2020

Executive Board



Jacob Florian Randbæk
CEO



Kenneth Christian Mikkelsen
CFO

Board of Directors



Jacob Florian Randbæk
CEO



Kenneth Christian Mikkelsen
CEO

Independent auditor's report

To the shareholders of Black Topco ApS

Opinion

We have audited the financial statements of Black Topco ApS for the financial year 01.07.2019 - 30.06.2020, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 30.06.2020 and of the results of its operations for the financial year 01.07.2019 - 30.06.2020 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

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

Aarhus, 30.10.2020

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556



Jacob Nørmark

State Authorised Public Accountant

Identification No (MNE) mne30176

Management commentary

Primary activities

The objective of the company is to own shares in other companies.

Development in activities and finances

The income statement for 2019/20 shows a profit of DKK 678 thousand against a loss of DKK 18,313 thousand last year, and the balance sheet at 30 June 2020 shows equity of DKK 412,940 thousand.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report. The identification and spread of COVID-19 has not yet had a material impact on the activities in the company, and the management did not expect any major impacts, although the total overview of the pandemic is not known yet.

Income statement for 2019/20

	Notes	2019/20 DKK	2018/19 DKK
Gross profit/loss		67,321	(2,196,837)
Staff costs	1	(1,275)	(2,632,273)
Operating profit/loss		66,046	(4,829,110)
Income from investments in group enterprises		(14,567,079)	(15,206,898)
Other financial income		19,527,528	19,552,197
Other financial expenses		(27,362)	(18,538,518)
Profit/loss before tax		4,999,133	(19,022,329)
Tax on profit/loss for the year	2	(4,321,067)	709,707
Profit/loss for the year		678,066	(18,312,622)
Proposed distribution of profit and loss			
Ordinary dividend for the financial year		45,000,000	0
Extraordinary dividend distributed in the financial year		100,275,048	0
Retained earnings		(144,596,982)	(18,312,622)
Proposed distribution of profit and loss		678,066	(18,312,622)

Balance sheet at 30.06.2020

Assets

	Notes	2019/20 DKK	2018/19 DKK
Investments in group enterprises		108,044,885	217,674,463
Receivables from group enterprises		282,255,572	282,701,614
Other financial assets	3	390,300,457	500,376,077
Fixed assets		390,300,457	500,376,077
Receivables from group enterprises		21,554,976	16,691,637
Other receivables		0	103,304
Receivables		21,554,976	16,794,941
Cash		5,884,991	5,500,887
Current assets		27,439,967	22,295,828
Assets		417,740,424	522,671,905

Equity and liabilities

	Notes	2019/20 DKK	2018/19 DKK
Contributed capital	4	5,487,354	5,487,354
Retained earnings		362,452,507	507,977,307
Proposed dividend		45,000,000	0
Equity		412,939,861	513,464,661
Trade payables		30,000	184,453
Income tax payable		4,770,563	8,954,120
Other payables		0	68,671
Current liabilities other than provisions		4,800,563	9,207,244
Liabilities other than provisions		4,800,563	9,207,244
Equity and liabilities		417,740,424	522,671,905
Contingent liabilities	5		
Related parties with controlling interest	6		

Statement of changes in equity for 2019/20

	Contributed capital DKK	Retained earnings DKK	Proposed extraordinary dividend DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	5,487,354	507,977,307	0	0	513,464,661
Extraordinary dividend paid	0	0	(100,275,048)	0	(100,275,048)
Exchange rate adjustments	0	(927,818)	0	0	(927,818)
Profit/loss for the year	0	(144,596,982)	100,275,048	45,000,000	678,066
Equity end of year	5,487,354	362,452,507	0	45,000,000	412,939,861

Notes

1 Staff costs

	2019/20 DKK	2018/19 DKK
Wages and salaries	0	2,627,680
Other social security costs	1,275	4,593
	1,275	2,632,273
Average number of full-time employees	0	1

2 Tax on profit/loss for the year

	2019/20 DKK	2018/19 DKK
Current tax	4,321,067	(709,707)
	4,321,067	(709,707)

3 Financial assets

	Investments in group enterprises DKK	Receivables from group enterprises DKK
Cost beginning of year	382,761,470	282,701,614
Disposals	0	(446,042)
Cost end of year	382,761,470	282,255,572
Impairment losses beginning of year	(165,087,007)	0
Exchange rate adjustments	(927,818)	0
Share of profit/loss for the year	(14,567,079)	0
Dividend	(94,134,681)	0
Impairment losses end of year	(274,716,585)	0
Carrying amount end of year	108,044,885	282,255,572

4 Share capital

	Number	Nominal value DKK	Recorded par value DKK
A-aktier	1,100,000	1	1,100,000
B-aktier	4,384,354	1	4,384,354
C-aktier	3,000	1	3,000
	5,487,354	3	5,487,354

Analysis of changes in the share capital over the past 5 years:

DKK	2019/20	2018/19	2017/18	2016/17	2015/16
Opening balance	3.930.608	3.903.608	3.903.608	3.841.608	3.824.608
Capital increase	0	27.000	0	62.000	0
	3.930.608	3.930.608	3.903.608	3.903.608	3.824.608

5 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Grey Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

6 Related parties with controlling interest

EMK Capital Partners LP, London

Grey Holding ApS, Syddjurs

Grey Bidco 2019 ApS, Syddjurs

The above-mentioned companies own all of the company shares and thus have a controlling interest in the Company.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year, with few reclassifications.

Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Black Topco ApS and its group entities are part of the consolidated financial statements of Grey Holding ApS.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

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 rate 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.

Income statement

Gross profit or loss

Gross profit or loss comprises other external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including administration costs, etc.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. 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 group enterprises**

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Cash

Cash comprises bank deposits.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Other financial liabilities

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

Income tax receivable or payable

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