

# CMNRE II LLC 1 ApS

c/o Keystone Investment Management A/S  
Havnegade 25, 2., 1058 Copenhagen K

CVR no. 36 03 50 21

## Annual report 2023

Approved at the Company's annual general meeting on 26 April 2024

Chair of the meeting:

.....  
Maja Hesselberg

## Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10

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

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of CMNRE II LLC 1 ApS 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 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.

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, 26 April 2024  
Executive Board:

.....  
Morten Sennecker Schultz  
CEO

Board of Directors:

.....  
Juha Matti Salokoski

.....  
Mikael Juhana Hjorth

.....  
Torsten Bjerregaard

.....  
Morten Sennecker Schultz

## Independent auditor's report

To the shareholder of CMNRE II LLC 1 ApS

### Opinion

We have audited the financial statements of CMNRE II LLC 1 ApS for the financial year 1 January - 31 December 2023, 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 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 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.

Copenhagen, 26 April 2024  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Kaare K. Lendorf  
State Authorised Public Accountant  
mne33819

Emil Johnsen  
State Authorised Public Accountant  
mne50640

## Management's review

### Company details

Name	CMNRE II LLC 1 ApS
Address, Postal code, City	c/o Keystone Investment Management A/S Havnegade 25, 2., 1058 Copenhagen K
CVR no.	36 03 50 21
Established	27 June 2014
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Juha Matti Salokoski Mikael Juhana Hjorth Torsten Bjerregaard Morten Sennecker Schultz
Executive Board	Morten Sennecker Schultz, CEO
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

## Management's review

### Business review

The Company's main activity is to invest in subsidiaries, which acquire and run real estate properties.

### Financial review

The income statement for 2023 shows a loss of DKK 367,895 against a profit of DKK 164,079 last year, and the balance sheet at 31 December 2023 shows equity of DKK 4,196,665.

As the company's purpose is to invest in companies which owns properties, the Company's business processes and the valuation of investment properties in the Company's subsidiaries is affected by changes in the property market, including the general level of interest rates and economic conditions.

The market situation in the real estate sector is affected by uncertainty, as a result high inflation and increasing interest rates. However, the company's activities have not been significantly affected by this.

The uncertainty related to interest rates and yields has created a gap between buyers' and sellers' expectation to sales prices of properties which is reflected in the lower transaction volume for investment properties in 2023.

This has been reflected in the valuation of the company's investments.

It is the management's expectation that a share purchase agreement will be entered into in April 2024, whereby a restructuring of the financing will take place. Management has obtained a signed letter of intent for the acquisition of the company. If the acquisition does succeed then a refinancing of the external and intercompany debt will happen.

### 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	2023	2022
	<b>Gross profit/loss</b>	-32,451	-31,000
	Income from investments in associates	-342,564	188,259
	Financial expenses	-25	0
	<b>Profit/loss before tax</b>	-375,040	157,259
3	Tax for the year	7,145	6,820
	<b>Profit/loss for the year</b>	<b>-367,895</b>	<b>164,079</b>
	<b>Recommended appropriation of profit/loss</b>		
	Proposed dividend recognised under equity	2,911,939	0
	Net revaluation reserve according to the equity method	-342,564	188,259
	Retained earnings/accumulated loss	-2,937,270	-24,180
		<b>-367,895</b>	<b>164,079</b>



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	<u>2023</u>	<u>2022</u>
	<b>ASSETS</b>		
	<b>Fixed assets</b>		
4	<b>Investments</b>		
	Investments in associates	4,335,972	4,678,536
		<u>4,335,972</u>	<u>4,678,536</u>
	<b>Total fixed assets</b>	<u>4,335,972</u>	<u>4,678,536</u>
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Deferred tax assets	15,917	11,230
	Joint taxation contribution receivable	13,810	11,351
		<u>29,727</u>	<u>22,581</u>
	<b>Total non-fixed assets</b>	<u>29,727</u>	<u>22,581</u>
	<b>TOTAL ASSETS</b>	<u>4,365,699</u>	<u>4,701,117</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
	Share capital	50,000	50,000
	Net revaluation reserve according to the equity method	1,234,726	1,577,290
	Retained earnings	0	2,937,270
	Dividend proposed	2,911,939	0
	<b>Total equity</b>	<u>4,196,665</u>	<u>4,564,560</u>
	<b>Liabilities other than provisions</b>		
	<b>Current liabilities other than provisions</b>		
	Trade payables	32,001	16,999
	Payables to group enterprises	137,033	119,558
		<u>169,034</u>	<u>136,557</u>
	<b>Total liabilities other than provisions</b>	<u>169,034</u>	<u>136,557</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>4,365,699</u>	<u>4,701,117</u>

- 1 Accounting policies
- 2 Staff costs
- 5 Contractual obligations and contingencies, etc.
- 6 Security and collateral
- 7 Related parties

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK	Share capital	Net revaluation reserve according to the equity method	Retained earnings	Dividend proposed	Total
Equity at 1 January 2022	50,000	1,389,031	2,961,450	0	4,400,481
Transfer through appropriation of profit	0	188,259	-24,180	0	164,079
<b>Equity at 1 January 2023</b>	<b>50,000</b>	<b>1,577,290</b>	<b>2,937,270</b>	<b>0</b>	<b>4,564,560</b>
Transfer through appropriation of loss	0	-342,564	-2,937,270	2,911,939	-367,895
<b>Equity at 31 December 2023</b>	<b>50,000</b>	<b>1,234,726</b>	<b>0</b>	<b>2,911,939</b>	<b>4,196,665</b>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of CMNRE II LLC 1 ApS for 2023 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.

Pursuant to section 110(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.

#### Basis of 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.

#### Reporting currency

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

#### Income statement

##### Gross profit/loss

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

##### Other external expenses

Other external expenses comprise of management, counselling and auditing, etc.

##### Profit/loss from investments in associates

The income statement includes the proportional share of the underlying companies' profit or loss after elimination of internal profit/loss and after tax. In associates, only proportional elimination of profit and loss is carried out, taking into account ownership shares.

##### Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### 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 Danish group entities are jointly taxed. The total Danish 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.

##### Balance sheet

##### Investments in group entities and associates

Equity investments in group entities and associates are measured according to the equity method.

On initial recognition, equity investments in group entities and associates are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in group entities and associates measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

##### Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial 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.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

##### Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Equity

###### *Reserve for net revaluation according to the equity method*

The net revaluation reserve according to the equity method includes net revaluations of investments in group entities and associates relative to cost. The reserve can be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

##### 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.

##### Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 2 Staff costs

The Company has no employees.

DKK	2023	2022
<b>3 Tax for the year</b>		
Current tax for the year	-2,459	-11,351
Deferred tax adjustments in the year	-4,686	4,531
	<u>-7,145</u>	<u>-6,820</u>

#### 4 Investments

DKK

Cost at 1 January 2023

Cost at 31 December 2023

Value adjustments at 1 January 2023

Value adjustments for the year

Value adjustments at 31 December 2023

Carrying amount at 31 December 2023

#### Group entities

Name	Legal form	Domicile	Interest	Equity DKK	Profit/loss DKK
LI.					
Colbjørnse nsgade 2- 4	A/S	Copenhagen	25.00%	17,343,889	-1,370,256

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

##### Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed income of the Group. Moreover, the 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.

#### 6 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.

#### 7 Related parties

##### Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
CapMan Nordic Real Estate II FCP-RAIF	Luxembourg	1B Heienhaff, L-1736 Senningerberg, Luxembourg

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"By my signature I confirm all dates and content in this document."

## MIKAEL JUHANA HJORTH

### Board of Directors

On behalf of: CapMan Nordic Real Estate II FCP-RAIF (...)  
Serial number: fi\_tupas:nordea:zFW91fqBSIT3V04simxf4eaKs2-zGedNC4ejXhLHqdk=  
IP: 212.161.xxx.xxx  
2024-04-26 10:49:06 UTC



## Morten Sennecker Schultz

### Executive Board

On behalf of: CapMan Nordic Real Estate II FCP-RAIF (...)  
Serial number: 2ff2afc5-b26c-4183-8fdf-46e30bad9975  
IP: 104.28.xxx.xxx  
2024-04-26 10:56:23 UTC



## Morten Sennecker Schultz

### Board of Directors

On behalf of: CapMan Nordic Real Estate II FCP-RAIF (...)  
Serial number: 2ff2afc5-b26c-4183-8fdf-46e30bad9975  
IP: 104.28.xxx.xxx  
2024-04-26 10:56:23 UTC



## Salokoski Juha Matti

### Board of Directors

On behalf of: CapMan Nordic Real Estate II FCP-RAIF (...)  
Serial number:  
fi\_tupas:mobileid:962df575d9f4ce3ea4c951184a8d21cfa4d15801  
IP: 62.183.xxx.xxx  
2024-04-26 11:23:59 UTC



## Torsten Bjerregaard

### Board of Directors

On behalf of: CapMan Nordic Real Estate II FCP-RAIF (...)  
Serial number: 124808bb-c012-48cf-bc2e-34c8d9fd3028  
IP: 148.252.xxx.xxx  
2024-04-26 14:24:06 UTC



## Maja Hesselberg

### Chairman

On behalf of: CapMan Nordic Real Estate II FCP-RAIF (...)  
Serial number: 92fdd922-eda6-4c4e-8ea0-af184b349f45  
IP: 5.103.xxx.xxx  
2024-04-27 10:51:22 UTC



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## Emil Johnsen

**State Authorised Public Accountant**

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: *emil.johnsen@dk.ey.com*

IP: 165.225.xxx.xxx

2024-04-29 10:59:58 UTC



## Kaare Kristensen Lendorf

**EY Godkendt Revisionspartnerselskab CVR: 30700228**

**State Authorised Public Accountant**

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: *8eede778-219e-4dd7-8652-c0d59bb93611*

IP: 147.161.xxx.xxx

2024-04-29 12:07:44 UTC



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