

CMNRE II SG90 PropCo A/S

c/o Keystone Investment Management A/S
Havnegade 39, 1058 København K

CVR no. 36 69 84 70

Annual report 2020

Approved at the Company's annual general meeting on 31 March 2021

Chairman:



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Maja Hesselberg





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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 SG90 PropCo A/S for the financial year 1 January - 31 December 2020.


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 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 2020.





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, 31 March 2021
Executive Board:


Morten Sennecker Schultz
CEO

Board of Directors:


Torsten Bjerregaard
Chairman
Mikael Juhana Hjorth
Juha Matti Salokoski
Morten Sennecker Schultz

Independent auditor's report

To the shareholders of CMNRE II SG90 PropCo A/S

Opinion

We have audited the financial statements of CMNRE II SG90 PropCo A/S for the financial year 1 January - 31 December 2020, 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 2020 and of the results of the Company's operations for the financial year 1 January - 31 December 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 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' 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 rules and requirements.

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.

Independent auditor's report

- ▶ 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 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, 31 March 2021
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Henrik Reedtz
State Authorised Public Accountant
mne24830



Kaare K. Lendorf
State Authorised Public Accountant
mne33819



Management's review

Company details

Name	CMNRE II SG90 PropCo A/S
Address, Postal code, City	c/o Keystone Investment Management A/S Havnegade 25, 2., 1058 København K
CVR no.	36 69 84 70
Established	27 March 2015
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Torsten Bjerregaard, Chairman Mikael Juhana Hjorth Juha Matti Salokoski 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

Key activities

The Company's purpose is to invest in real estate and other related services.

Recognition and measurement uncertainties

As the company's purpose is investment in properties, the Company is affected by changes in the property market, including the general level of interest rates and economic conditions.

As the COVID-19 pandemic is ongoing, uncertainties remain over its extent, duration and consequential economic and business impacts, and governments continue to assess and implement measures in response to the pandemic.

Within Denmark, we can see a high number of transactions in the market that demonstrate there is not a significant impact on interest in or allocation of capital to investment properties due to COVID-19. From these transactions and our assessment of the key judgements and estimates used in the property valuations, we do not note any significant valuation uncertainty relating to the investment properties.

Financial review

The income statement for 2020 shows a loss of DKK 3,200,955 against a loss of DKK 72,490 last year, and the balance sheet at 31 December 2020 shows equity of DKK 25,187,600.

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	2020	2019
	Gross profit	990,100	940,733
	Fair value adjustment of investment property	-4,003,285	0
	Profit/loss before net financials	-3,013,185	940,733
2	Financial expenses	-1,029,065	-1,033,669
	Profit/loss before tax	-4,042,250	-92,936
3	Tax for the year	841,295	20,446
	Profit/loss for the year	-3,200,955	-72,490
	 Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-3,200,955	-72,490
		-3,200,955	-72,490

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2020	2019
	ASSETS		
	Fixed assets		
4	Property, plant and equipment		
5	Investment property	46,500,000	49,000,000
		<u>46,500,000</u>	<u>49,000,000</u>
	Total fixed assets	46,500,000	49,000,000
	Non-fixed assets		
	Joint taxation contribution receivable	26,247	50,423
		<u>26,247</u>	<u>50,423</u>
	Cash	1,770,228	2,293,949
	Total non-fixed assets	1,796,475	2,344,372
	TOTAL ASSETS	<u>48,296,475</u>	<u>51,344,372</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	7,001,000	7,001,000
	Retained earnings	18,186,600	21,387,555
	Total equity	<u>25,187,600</u>	<u>28,388,555</u>
	Provisions		
	Deferred tax	3,673,172	4,538,643
	Total provisions	<u>3,673,172</u>	<u>4,538,643</u>
	Liabilities other than provisions		
6	Non-current liabilities other than provisions		
	Payables to group entities	18,631,424	17,612,898
	Deposits	720,563	709,109
		<u>19,351,987</u>	<u>18,322,007</u>
	Current liabilities other than provisions		
	Trade payables	83,716	95,167
		<u>83,716</u>	<u>95,167</u>
		19,435,703	18,417,174
	TOTAL EQUITY AND LIABILITIES	<u>48,296,475</u>	<u>51,344,372</u>

- 1 Accounting policies
- 7 Contractual obligations and contingencies, etc.
- 8 Collateral
- 9 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2019	7,001,000	21,460,045	28,461,045
Transfer through appropriation of loss	0	-72,490	-72,490
Equity at 1 January 2020	7,001,000	21,387,555	28,388,555
Transfer through appropriation of loss	0	-3,200,955	-3,200,955
Equity at 31 December 2020	7,001,000	18,186,600	25,187,600

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of CMNRE II SG90 PropCo A/S for 2020 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.

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

Revenue

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 and net of discounts relating to sales.

Gross profit

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

Property expenses

Property expenses include expenses relating to renting out the Company's investment property, including expenses relating to running and maintaining such property.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

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 entity is jointly taxed with other group entities. 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

Investment property

On initial recognition, investment property is measured at cost. Investment property is subsequently measured at fair value, and the value adjustment for the year is recognised in the income statement under the item "Fair value adjustment of investment property". The fair value is based on the expected future cash flows for the investment property.

Provisions

Provisions comprise anticipated expenses relating to warranty commitments, onerous contracts, restructurings, etc. Provisions are recognised when the Company has a legal or constructive obligation at the balance sheet date as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provisions are measured at net realisable value or at fair value if the obligation is expected to be settled far into the future.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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

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.

DKK	2020	2019
2 Financial expenses		
Interest expenses, group entities	1,018,526	1,015,744
Other financial expenses	10,539	17,925
	1,029,065	1,033,669
3 Tax for the year		
Current tax for the year	-16,337	-2,423
Deferred tax adjustments in the year	-872,958	-18,023
Tax adjustments, prior years	48,000	0
	-841,295	-20,446
4 Property, plant and equipment		
DKK		Investment property
Cost at 1 January 2020		28,868,737
Additions		1,503,285
Cost at 31 December 2020		30,372,022
Revaluations at 1 January 2020		20,131,263
Value adjustments for the year		-4,003,285
Revaluations at 31 December 2020		16,127,978
Carrying amount at 31 December 2020		46,500,000

Financial statements 1 January - 31 December

Notes to the financial statements

5 Investment property

Fair value estimation

Assumptions underlying the determination of fair value of investment properties

The fair value is an estimate made by management based on information available and actual expectations as to the future.

The valuation is performed based on a report from an appraiser.

A weighted rate of return of 4.25% has been applied in the market value assessment at 31 December 2020.

The company's investment property is 82% residential and 18% commercial.

The investment property is located in the area of Copenhagen.

The property is valued at fair value based on DCF model, which is based on forecasts for future cash flows that the individual property is expected to generate, expected CAPEX investments and development in vacancy.

- ▶ The fair value of investment properties amounts to 46,500,000 DKK
- ▶ Budget period: 20 years
- ▶ Commercial rent per sqm: 1,005 DKK
- ▶ Residential rent per sqm: 1,175 DKK
- ▶ Net Yield for commercial and residential unit: 2.80%
- ▶ Operating expenses per sqm: 282 DKK
- ▶ Maintenance per sqm: 65 - 73 DKK

Sensitivity analysis

Changes in estimated required rate of return for investment properties will affect the value of investment properties recognized in the balance sheet as well as value adjustments carried in the income statement.

An increase in the rate of return by 0,5 percentage points will imply a decrease in the fair value of DKK 4,895,000. A decrease in the rate of return by 0,5 percentage points will imply an increase in the fair value of DKK 6,200,000

6 Non-current liabilities other than provisions

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:

DKK	Total debt at 31/12 2020	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Payables to group entities	18,631,424	0	18,631,424	18,631,424
Deposits	720,563	0	720,563	720,563
	<u>19,351,987</u>	<u>0</u>	<u>19,351,987</u>	<u>19,351,987</u>

Financial statements 1 January - 31 December

Notes to the financial statements

7 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.

8 Collateral

Land and buildings at a carrying amount of DKK 46,500,000 at 31 December 2020 have been put up as security for debt to mortgage credit institutions. The company is jointly and severally liable for CMNRE II Goose HoldCo ApS's debt to credit institutions.

9 Related parties

Information about consolidated financial statements

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