

Graciosa Project Finance ApS

Vedbæk Strandvej 328
2950 Vedbæk

CVR no. 36 70 61 63

Annual report for 2018/19

Adopted at the annual general meeting
on 9 January 2020

Matthew Snell
chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of Graciosa Project Finance ApS for the financial year 1 July 2018 - 30 June 2019.

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

In my opinion, the financial statements give a true and fair view of the company's financial position at 30 June 2019 and of the results of the company's operations for the financial year 1 July 2018 - 30 June 2019.

In my opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Vedbæk, 9 January 2020

Executive board

Matthew Snell

Independent auditor's report on extended review

To the shareholder of Graciosa Project Finance ApS

Opinion

We have performed extended review of the financial statements of Graciosa Project Finance ApS for the financial year 1 July 2018 - 30 June 2019, which comprise a summary of significant accounting policies, income statement, balance sheet and notes. The financial statements are prepared under the Danish Financial Statements Act.

Based on the performed work it is our opinion, that the financial statements give a true and fair view of the company's financial position at 30 June 2019 and of the results of the company's operations for the financial year 1 July 2018 - 30 June 2019 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our extended review in accordance with the Danish Business Authority's standard on auditor's report for small enterprises and FSR - danish auditors' standard on extended review of financial statements in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section of our report. 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 requirements. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We wish to note, that the Company's ability to continue as a going concern is associated with material uncertainty. We refer to note 1 in the financial statements, that the company's longterm creditors have accepted a standstill agreement. Also the short term creditors have signed an agreement, not to call the loan until at least after next balance date. Management is confident, that the agreements will be respected, why the financial statements have been prepared on a going concern basis. We have not modified our opinion in respect of this matter.

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.

Independent auditor's report on extended review

Auditor's responsibility for the extended review of the financial statements

Our responsibility is to express a conclusion on the accompanying financial statements. This requires us to perform procedures in order to obtain limited assurance for our conclusion on these financial statements, and in addition perform specifically required supplementary procedures in order to obtain additional assurance for our conclusion.

An extended review of financial statements includes procedures primarily consisting of making inquiries of management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit and accordingly we do not express an audit opinion on these financial statements.

Statement on management's review

Management is responsible for management's review.

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

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

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

Based on the work we have performed, we conclude that management's review 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 management's review.

Hellerup, 9 January 2020

CVR no. 33 25 68 76



Søren Jonassen
Statsautoriseret revisor
MNE no. mne18488

Company details

The company

Graciosa Project Finance ApS
Vedbæk Strandvej 328
2950 Vedbæk

CVR no.: 36 70 61 63

Reporting period: 1 July 2018 - 30 June 2019

Incorporated: 8. April 2015

Domicile: Rudersdal

Executive board

Matthew Snell

Auditors

Crowe
Statsautoriseret Revisionsinteressentskab v.m.b.a.
Rygårds Allé 104
2900 Hellerup

Management's review

Business activities

The company's principal activities have like last year consisted of deposit and lending business.

Unusual matters

Management has become aware of a material error in the impairment of financial assets in the financial statement for 2017/18, as a result of a simple error in the registration system. As a result, the error is corrected according to the rules on fundamental errors in the financial statement for 2018/19. That is, the comparative figures for the income statement, balance sheet and equity are adjusted and the correction is shown as an adjustment of the opening equity in the note.

The correction impact is that the P&L and equity is improved by EUR 6.5 mio., and the short-term debt is reduced similarly for 2017/18. Correspondingly the opening balance of the equity for 2018/19 is improved by EUR 6,5 mio.

Business review

The company's income statement for the year ended 30 June shows a loss of EUR 1.545.279, and the balance sheet at 30 June 2019 shows negative equity of EUR 15.166.988.

The management considers the result unsatisfactory.

GPF has a standstill agreement with the longterm creditors in order for them to sit still while the litigation issues reach their conclusion. Also the shortterm loan creditors have agreed not to call the loan no earlier than until the next balance date. It is based on this agreement that the company can proceed as a going concern.

Management's review

Litigation issues

GPF realised a loss of approximately EUR 10m after sale of its receivables against Graciollica Lda for EUR 4,200,000. It is the managements view that this loss can be directly attributed to misrepresentation by Younicos AG, who were a party to the loan agreements between GPF and Graciollica Lda. The right to claims under the loan agreements were assigned to GPF creditors for security purposes in 2017 and are now being pursued by Souciony Power ApS, which has sued Younicos AG in the courts of Hamburg. GPF has on 31 October 2019 purchased 100% of the shares in Souciony Power ApS and further a merge of the two companies with GPF as the continuing company has been decided as of 1 November 2019, in order to hopefully ease the legal procedures.

The loss is detailed below:

Overview of loss realised on sale of receivable:

| | |
|--|-------------|
| EUR 3.5m convertible including interest and fees | 4,248,072 |
| EUR 7.9m senior loan including interest and fees | 10,341,131 |
| Sale of receivables | (4,200,000) |
| Net loss on sale of receivable | 10,389,203 |

Younicos AG initiated legal action against GPF in Portugal, claiming that GPF illegally exercised its share pledge in nominal EUR 49,900 shares/quota in Graciollica Lda which were previously owned by Younicos AG. Younicos AG had pledged the quota to GPF as part of a security package offered for the loans extended by GPF. The management of GPF is confident that GPF exercised its security rights in accordance with the terms of the loan agreements and share/quota pledge. GPF will defend itself against Younicos claims to the full extent of the law.

Significant events occurring after end of reporting period

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Accounting policies

The annual report of Graciosa Project Finance ApS for 2018/19 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The accounting policies applied are consistent with those of last year.

The annual report for 2018/19 is presented in EUR

Management has become aware of a material error in the impairment of financial assets in the financial statement for 2017/18, as a result of a simple error in the registration system. As a result, the error is corrected according to the rules on fundamental errors in the financial statement for 2018/19. That is, the comparative figures for the income statement, balance sheet and equity are adjusted and the correction is shown as an adjustment of the opening equity in the note.

The correction impact is that the P&L and equity is improved by EUR 6.5 mio., and the short-term debt is reduced similarly for 2017/18. Correspondingly the opening balance of the equity for 2018/19 is improved by EUR 6,5 mio.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable 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 it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Accounting policies

Gross profit reflects an aggregation of revenue less other external expenses.

Other external costs

Other external costs include expenses related to administration.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses on foreign currency transactions and surcharges and allowances under the advance-payment-of-tax scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

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 is impaired, an impairment loss for that individual asset is recognised.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Accounting policies

Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities, which include trade payables other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Income statement
1 July 2018 - 30 June 2019

| | <u>Note</u> | <u>2018/19</u> EUR | <u>2017/18</u> EUR '000 |
|---|-------------|---------------------------------|------------------------------|
| Gross profit | | -98.411 | -388 |
| Impairment losses on financial assets | | -58.581 | -11.357 |
| Financial income | | 190 | 1.568 |
| Financial costs | | <u>-1.388.477</u> | <u>-2.256</u> |
| Profit/loss before tax | | -1.545.279 | -12.433 |
| Tax on profit/loss for the year | 2 | <u>0</u> | <u>-53</u> |
| Profit/loss for the year | | <u><u>-1.545.279</u></u> | <u><u>-12.486</u></u> |
| Recommended appropriation of profit/loss | | | |
| Retained earnings | | <u>-1.545.279</u> | <u>-12.486</u> |
| | | <u><u>-1.545.279</u></u> | <u><u>-12.486</u></u> |

Balance sheet at 30 June 2019

| | <u>Note</u> | <u>2018/19</u> EUR | <u>2017/18</u> EUR '000 |
|-------------------------------|-------------|-----------------------------|----------------------------|
| Assets | | | |
| Receivables from subsidiaries | | 0 | 1 |
| Other receivables | | <u>21.657</u> | <u>183</u> |
| Receivables | | <u>21.657</u> | <u>184</u> |
| | | | |
| Total current assets | | <u>21.657</u> | <u>184</u> |
| | | | |
| Total assets | | <u><u>21.657</u></u> | <u><u>184</u></u> |

Balance sheet at 30 June 2019

| | <u>Note</u> | <u>2018/19</u> EUR | <u>2017/18</u> EUR '000 |
|---|-------------|---------------------------|----------------------------|
| Equity and liabilities | | | |
| Share capital | | 10.000 | 10 |
| Retained earnings | | -15.176.988 | -13.631 |
| Equity | 3 | <u>-15.166.988</u> | <u>-13.621</u> |
| Other payables | | 11.517.414 | 11.527 |
| Total non-current liabilities | 4 | <u>11.517.414</u> | <u>11.527</u> |
| Trade payables | | 4.500 | 5 |
| Corporation tax | | 5.448 | 0 |
| Other payables | | 3.661.283 | 2.273 |
| Total current liabilities | | <u>3.671.231</u> | <u>2.278</u> |
| Total liabilities | | <u>15.188.645</u> | <u>13.805</u> |
| Total equity and liabilities | | <u>21.657</u> | <u>184</u> |
| Uncertainty about the continued operation (going concern) | 1 | | |
| Contingencies, etc. | 5 | | |

Notes

1 Uncertainty about the continued operation (going concern)

GPF has a standstill agreement with the longterm creditors in order for them to sit still while the litigation issues reach their conclusion. Also the shortterm loan creditors have agreed not to call the loan no earlier than until the next balance date. It is based on this agreement that the company can proceed as a going concern.

| | 2018/19 | 2017/18 |
|---|----------|-----------|
| | EUR | EUR '000 |
| 2 Tax on profit/loss for the year | | |
| Deferred tax for the year | 0 | 111 |
| Adjustment of tax concerning previous years | 0 | -58 |
| | 0 | 53 |

3 Equity

| | Share capital | Retained earnings | Total |
|---|---------------|--------------------|--------------------|
| Equity at 1 July 2018 | 10.000 | -20.131.709 | -20.121.709 |
| Net effect from adjustment of fundamental error | 0 | 6.500.000 | 6.500.000 |
| Adjusted equity at 1 July 2018 | 10.000 | -13.631.709 | -13.621.709 |
| Net profit/loss for the year | 0 | -1.545.279 | -1.545.279 |
| Equity at 30 June 2019 | 10.000 | -15.176.988 | -15.166.988 |

4 Long term debt

| | Debt at 1 July 2018 | Debt at 30 June 2019 | Instalment next year | Debt outstanding after 5 years |
|----------------|------------------------|----------------------------|-------------------------|--------------------------------------|
| Other payables | 11.527.180 | 11.517.414 | 0 | 0 |
| | 11.527.180 | 11.517.414 | 0 | 0 |

5 Contingencies, etc.

Graciosa Project Finance ApS is filing a case against Younicos at the Hambourg Regional Court arising from breach of project deliveries. The outcome of this case is uncertain, but if the case is won the company may receive additional funds.