

**Signers:**

<b>Name</b>	<b>Method</b>	<b>Date</b>
Maja Hesselberg	NEMID	2020-05-12 09:35 GMT+2
Torsten Bjerregaard	NEMID	2020-05-12 09:42 GMT+2
MIKA MARKUS MATIKAINEN	FTN (Nordea)	2020-05-12 10:01 GMT+2
Henrik Reedtz Petersen	NEMID	2020-05-12 10:51 GMT+2
Morten Sennecker Schultz	NEMID	2020-05-12 13:29 GMT+2
Juha Matti Salokoski	Mobiilivarmenne	2020-05-12 22:46 GMT+2
Kaare Kristensen Lendorf	NEMID	2020-05-13 07:13 GMT+2



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# CMNRE KBMG25 HoldCo ApS

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

CVR no. 36 99 34 48

## Annual report 2019

Approved at the Company's annual general meeting on 24 April 2020

Chairman:

.....  
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 KBMG25 HoldCo ApS for the financial year 1 January - 31 December 2019.

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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

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, 24 April 2020  
Executive Board:

.....  
Morten Sennecker Schultz  
CEO

Board of Directors:

.....  
Torsten Bjerregaard  
Chairman

.....  
Juha Matti Salokoski

.....  
Mika Markus Matikainen

.....  
Morten Sennecker Schultz



## Independent auditor's report

To the shareholders of CMNRE KBMG25 HoldCo ApS

### Opinion

We have audited the financial statements of CMNRE KBMG25 HoldCo ApS for the financial year 1 January - 31 December 2019, 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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 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, 24 April 2020  
ERNST & YOUNG  
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 KBMG25 HoldCo ApS  
Address, Postal code, City c/o Keystone Investment Management A/S  
Havnegade 39, 1058 København K

CVR no. 36 99 34 48  
Established 19 August 2015  
Registered office Copenhagen  
Financial year 1 January - 31 December

Board of Directors Torsten Bjerregaard, Chairman  
Juha Matti Salokoski  
Mika Markus Matikainen  
Morten Sennecker Schultz

Executive Board Morten Sennecker Schultz, CEO

Auditors Ernst & Young Godkendt Revisionspartnerselskab  
Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg,  
Denmark



## Management's review

### Business review

The purpose of the Company is to invest in subsidiaries, which acquire and run real estate properties.

### Unusual matters having affected the financial statements

The financial position at 31 December 2019 of the Company and the results of the activities of the Company for the financial year for 2019 have not been affected by any unusual events.

### Financial review

The income statement for 2019 shows a loss of DKK 2,343,136 against a profit of DKK 30,079,758 last year, and the balance sheet at 31 December 2019 shows equity of DKK 5,374,835.

### 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	2019	2018
	Gross loss	-164,252	-41,562
	Income from investments in group enterprises	-2,113,617	27,794,922
2	Financial income	487,893	494,952
3	Financial expenses	-617,896	-529,383
	Profit/loss before tax	-2,407,872	27,718,929
4	Tax for the year	64,736	2,360,829
	Profit/loss for the year	-2,343,136	30,079,758
	Recommended appropriation of profit/loss		
	Extraordinary dividend distributed in the year	64,735,297	0
	Net revaluation reserve according to the equity method	-51,171,571	27,794,922
	Retained earnings/accumulated loss	-15,906,862	2,284,836
		-2,343,136	30,079,758



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	2019	2018
	ASSETS		
	Fixed assets		
5	Investments		
	Investments in subsidiaries	6,757,687	72,538,575
	Receivables from group enterprises	0	12,442,380
		<u>6,757,687</u>	<u>84,980,955</u>
	Total fixed assets	<u>6,757,687</u>	<u>84,980,955</u>
	Non-fixed assets		
	Receivables		
	Deferred tax assets	0	6,102
		<u>0</u>	<u>6,102</u>
	Cash	6,025,751	4,120,186
	Total non-fixed assets	<u>6,025,751</u>	<u>4,126,288</u>
	TOTAL ASSETS	<u>12,783,438</u>	<u>89,107,243</u>
	EQUITY AND LIABILITIES		
	Equity		
6	Share capital	51,000	51,000
	Net revaluation reserve according to the equity method	0	51,171,571
	Retained earnings	5,323,835	21,230,697
	Total equity	<u>5,374,835</u>	<u>72,453,268</u>
	Liabilities other than provisions		
	Non-current liabilities other than provisions		
	Payables to group entities	0	14,837,750
	Payables to associates	0	124,046
		<u>0</u>	<u>14,961,796</u>
	Current liabilities other than provisions		
	Trade payables	29,159	29,875
	Corporation tax payable	7,379,444	1,662,304
		<u>7,408,603</u>	<u>1,692,179</u>
	Total liabilities other than provisions	<u>7,408,603</u>	<u>16,653,975</u>
	TOTAL EQUITY AND LIABILITIES	<u>12,783,438</u>	<u>89,107,243</u>

- 1 Accounting policies  
7 Contractual obligations and contingencies, etc.  
8 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	Total
Equity at 1 January 2018	51,000	23,376,649	18,945,861	42,373,510
Transfer through appropriation of profit	0	27,794,922	2,284,836	30,079,758
Equity at 1 January 2019	51,000	51,171,571	21,230,697	72,453,268
Transfer through appropriation of loss	0	-51,171,571	48,828,435	-2,343,136
Proposed extraordinary dividend recognised under equity	0	0	-64,735,297	-64,735,297
Equity at 31 December 2019	51,000	0	5,323,835	5,374,835



## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of CMNRE KBMG25 HoldCo ApS for 2019 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).

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

#### Income statement

##### Gross loss

The items revenue and external expenses have been aggregated into one item in the income statement called gross 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 subsidiaries

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries.



## Financial statements 1 January - 31 December

## Notes to the financial statements

## 1 Accounting policies (continued)

## Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and 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 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 subsidiaries

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

On initial recognition, equity investments in subsidiaries 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 deducted from the carrying amount.

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

## Other securities and investments

Other fixed asset investments consist of receivables from group enterprises.

## Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

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.



## Financial statements 1 January - 31 December

## Notes to the financial statements

## 1 Accounting policies (continued)

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.

## 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 subsidiaries 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

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

DKK	2019	2018
2 Financial income		
Interest receivable, group entities	487,893	494,952
	<u>487,893</u>	<u>494,952</u>
3 Financial expenses		
Interest expenses, group entities	594,697	508,759
Other financial expenses	23,199	20,624
	<u>617,896</u>	<u>529,383</u>
4 Tax for the year		
Estimated tax charge for the year	-70,838	0
Deferred tax adjustments in the year	6,102	-6,102
Tax adjustments, prior years	0	-2,354,727
	<u>-64,736</u>	<u>-2,360,829</u>

## 5 Investments

DKK	Investments in subsidiaries	Receivables from group enterprises	Total
Cost at 1 January 2019	21,367,004	12,442,380	33,809,384
Disposals	0	-12,442,380	-12,442,380
Cost at 31 December 2019	<u>21,367,004</u>	<u>0</u>	<u>21,367,004</u>
Value adjustments at 1 January 2019	51,171,571	0	51,171,571
Dividend received	-63,667,271	0	-63,667,271
Profit/loss for the year	-2,113,617	0	-2,113,617
Value adjustments at 31 December 2019	<u>-14,609,317</u>	<u>0</u>	<u>-14,609,317</u>
Carrying amount at 31 December 2019	<u>6,757,687</u>	<u>0</u>	<u>6,757,687</u>

Name	Legal form	Domicile	Interest	Equity DKK	Profit/loss DKK
Subsidiaries					
CMNRE KBMG25 PropCo	ApS	Copenhagen	100.00%	6,757,687	-2,113,617

DKK	2019	2018
6 Share capital		
Analysis of the share capital:		
45,900 A shares of DKK 1.00 nominal value each	45,900	45,900
5,100 B shares of DKK 1.00 nominal value each	5,100	5,100
	<u>51,000</u>	<u>51,000</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 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
CapMan Nordic Real Estate FCP-SIF	Luxembourg	1, Rue Hildegard von Bingen, L-1282 Luxembourg

