

# **3i Abaco ApS**

Holbergsgade 14, 2. tv, 1057 Copenhagen K

CVR no. 38 10 30 75

## **Annual report 2018/19**

Approved at the Company's annual general meeting on 23 August 2019

Chairman:

A handwritten signature in blue ink, consisting of several loops and a long horizontal stroke extending to the right.

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### **Statement by Management on the annual report**

Today, the Executive Board have discussed and approved the annual report of 3i Abaco ApS for the financial year 1 January 2018 – 31 March 2019.

The annual report has been 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 March 2019 and of the results of the Company's operations and cash flows for the financial year 1 January 2018 – 31 March 2019.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 23 August 2019  
Executive Board:



Jasi Halai  
CEO



Ole Meier Sørensen  
Director

## **Independent auditor's report**

### **To the shareholders of 3i Abaco ApS**

#### **Opinion**

We have audited the financial statements of 3i Abaco ApS for the period 1 January 2018 – 31 March 2019, which comprise income statement, balance sheet, statement of changes in equity, cash flow statement 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 March 2019 and of the results of the Company's operations and cash flows for the period 1 January 2018 – 31 March 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 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 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, 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 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 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 Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 23 August 2019  
ERNST & YOUNG  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

  
Henrik Pedersen  
State Authorised  
Public Accountant  
mne35456

  
Morten Weinreich Larsen  
State Authorised  
Public Accountant  
mne42791

## Management's review

### Financial highlights

In EUR millions	2018/19*	2017
<b>Key figures</b>		
Income from investments in associates	31	0
Profit before net financials	31	0
Profit for the year	31	0
<b>Assets and liabilities</b>		
Noncurrent assets	614	0
Current assets	0	0
Total assets	614	0
Equity	614	0
Noncurrent liabilities	0	0
Current liabilities	0	0
<b>Cash flows</b>		
Cash flows from operating activities	31	0
Cash flow from investing activities	(602)	0
Cash flows from financing activities	571	0
Total cash flows	0	0
Portion relating to investments in items of property, plant and equipment	0	0
<b>Financial ratios</b>		
Operating margin	100%	0
Gross margin	100%	0
Current ratio	480%	0
Equity ratio	100%	0
Return on equity	10.2%	0

\* 15-month period from 1 January 2018 to 31 March 2019.

Financial ratios are calculated in accordance with the recommendations of the Danish Finance Society. For terms and definitions, please see the accounting policies.

### Business review

The principal activity of the Company is to carry on the business of an investor in Scandlines via the investment entity called Scandlines Infrastructure ApS.

### Financial review

#### Profit/loss for the year

The Company recognised a profit for the year before tax of €31,269k.

#### Investments

The Company's investment in associates had a fair value of €613,540,046 as at 31 March 2019, representing a fair value gain of €11,218,551 on opening cost.

## **Management's review**

### **Capital resources**

The Company has sufficient cash to meet its current liabilities.

### **Outlook**

Management does not foresee any future changes in the activity of the Company in the short term.

### **Special risks**

#### **General risks**

The Manager of the majority shareholder (3i Group plc) evaluates the Company's risk appetite of a regular basis. The principle risks and uncertainties facing the Company are mentioned in further detail below.

#### **Financial risks**

Market risk is the potential for changes in value due to the performance of underlying investments.

The Company's investments are susceptible to market price risk arising from uncertainties about future market conditions within which the investments operate. The Company's market risk is regularly managed by the Manager of 3i Group plc.

The Company's management of price risk, which arises primarily from unquoted equity instruments, is through the careful consideration of the investment, asset management and divestment decisions by the Manager of 3i Group plc.

#### **Currency risks**

A significant exposure to currency risk is due to fluctuations in foreign currency translation. At 31 March 2019, the Company was exposed to currency risk relating to EUR/DKK.

#### **Credit risks**

Credit risk is the potential that an issuer, counterparty or underlying investment third party will be unable to meet commitments that it has entered into with the Company and/or the commitments with underlying investments of the Company.

At the balance sheet date, there are no balances which were past due or impaired. Hence, no separate maximum exposure to credit risk disclosure is provided for these instruments.

#### **Corporate Social Responsibility**

The Company's activity is limited to investment in associates. Consequently the Company has no direct effect on the society. Where relevant, the Company complies with the same policies for corporate social responsibility, environmental considerations, gender equality, human rights and anti-corruption as the Parent Company, 3i Group PLC, these are described in the group financial statements which can be found at [www.3i.com](http://www.3i.com).

#### **Subsequent events**

After the balance sheet date, a dividend has been approved at a general meeting and paid to the Parent Company amounting to €6,919,580. A further dividend of €98,700,000 was approved at a general meeting and paid to the Parent Company on 15 August 2019. Similar amounts have been received as dividends from investments.

## Financial statements 1 January 2018 – 31 March 2019

### Income statement

Note	EUR'000	2018/19 (15-month period)	2017
2	Income from investment in associates	31,311	0
	Gross profit	31,311	0
	External expenses	(42)	0
	Operating profit	31,269	0
	Tax for the year	0	0
	Profit for the year	31,269	0



## Financial statements 1 January 2018 – 31 March 2019

### Balance sheet 31 March 2019

Note	EUR'000	2018/19	2017
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
5	<b>Financial assets</b>		
	Investments in associates	613,540	0
		613,540	0
	<b>Total non-current assets</b>	613,540	0
	<b>Current assets</b>		
	<b>Receivables</b>		
	Other receivables	0	0
		0	0
	<b>Cash</b>	72	0
	<b>Total current assets</b>	72	7
	<b>TOTAL ASSETS</b>	613,612	7

## Financial statements 1 January 2018 – 31 March 2019

### Balance sheet 31 March 2019

Note	EUR'000	2018/19	2017
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
6	Share capital	40	7
	Share premium	609,282	0
	Retained earnings	-6,944	0
	Reserve for fair value adjustments	11,219	0
	<b>Total equity</b>	<b>613,597</b>	<b>7</b>
	<b>Current liabilities</b>		
	Trade payables	15	0
	<b>Total current liabilities</b>	<b>15</b>	<b>0</b>
	<b>Total liabilities</b>	<b>15</b>	<b>0</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<b>613,612</b>	<b>7</b>

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

## Financial statements 1 January 2018 – 31 March 2019

### Statement of changes in equity

Note	EUR'000	Share capital	Share premium	Retained earnings	Reserve for fair value adjustments	Total
	Equity at 1 October 2016	0	0	0	0	0
	Issued Capital	7	0	0	0	7
	Dividend distribution	0	0	0	0	0
	Share Premium	0	0	0	0	0
	<b>Equity at 1 January 2018</b>	<b>7</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>7</b>
	Issued Capital	33	0	0	0	33
	Share Premium	0	609,282	0	0	609,282
	Dividend distribution	0	0	(38,213)	0	(38,213)
	Fair value adjustments	0	0	0	11,219	11,219
10	Transfer, see "Appropriation of profit"	0	0	31,269	0	31,269
	<b>Equity at 31 March 2019</b>	<b>40</b>	<b>609,282</b>	<b>(6,944)</b>	<b>11,219</b>	<b>613,597</b>

Extraordinary dividends of 105,619,580 EUR has been paid to the shareholder in the period between the balance sheet date and the approval of the 2018/19 annual report.

## Financial statements 1 January 2018 – 31 March 2019

### Cash flow statement

Note EUR'000

		2018/19 (15-month period)	2017
	Profit before net financials	31,269	0
11	Cash generated from operations before changes in working capital	31,269	0
12	Changes in working capital	15	0
	Cash generated from operations	31,285	0
	<b>Cash flows from operating activities</b>	<b>31,285</b>	<b>0</b>
	Investment in associates	(609,322)	0
	Disposal of investments in associates	7,000	0
	<b>Cash flows from investing activities</b>	<b>(602,322)</b>	<b>0</b>
	Issue of share capital and share premium	609,315	7
	Dividend distribution	(38,213)	0
	<b>Cash flows from financing activities</b>	<b>571,102</b>	<b>0</b>
	<b>Net cash flows</b>	<b>65</b>	<b>7</b>
	Cash and cash equivalents, beginning of year	7	0
	<b>Cash and cash equivalents, year-end</b>	<b>72</b>	<b>7</b>

## Financial statements 1 January 2018 – 31 March 2019

### Notes

#### 1 Accounting policies

The annual report of 3i Abaco ApS for 2018/19 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to large reporting class C entities.

The financial statements have been prepared in accordance with the same accounting policies as last year apart from the change of reporting class from B to large C due to significant increase in activity and balance sheet. With effect from the annual report of 2018/19 the functional and reporting currency of the Company has changed from DKK to EUR. The effect of the change in currency has no impact on the Company's financial statements and the comparison figures has been translated to EUR with no impact on the equity.

#### Foreign currency translation

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

#### Income statement

##### Income from investment in associates

Income from investment in associates consist of income from dividends received from investment in associated companies.

Income from dividends is recognized when the rights to dividends has been obtained which usually is upon approval of the general meeting in the investment.

##### External expenses

Administrative expenses comprise expenses incurred during the year to manage and administer the Company.

##### Financial income and expenses

Financial income and expenses comprise interest income and expenses, gains and losses on payables and transactions denominated in foreign currencies as well as surcharges and refunds under the on-account tax scheme, etc.

##### Tax for the year

Tax for the year comprises current tax for the year and changes in deferred tax. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

## Financial statements 1 January 2018 – 31 March 2019

### Notes

#### 1 Accounting policies (continued)

##### Balance sheet

##### Investment in associates

Investment in associates comprise investment in associated companies measured at fair value.

The fair value measurement is based on the principal market. If no principal market exists, the measurement is based on the most advantageous market, i.e. the market that maximises the price of the asset or liability less transaction and/or transport costs.

All assets and liabilities which are measured at fair value, or whose fair value is disclosed, are classified based on the fair value hierarchy, see below:

Level 1: Value in an active market for similar assets/liabilities

Level 2: Value based on recognised valuation methods on the basis of observable market information

Level 3: Value based on recognised valuation methods and reasonable estimates (non-observable market information).

Investments in associates which are managed on a fair value basis and are classified as financial instruments at fair value recognized directly in equity. The fair value can increase or reduce from either cash flows to and from the investment entities or from valuation movements in line with the 3i Group plc's valuation policy. The fair value of such entities is the fair value of their portfolio investments, subject to any appropriate adjustments, plus any other net assets held by the investment entities.

Fair value movements on investment in associates are the movements in the carrying value of the Company's investment. The Company makes investments in portfolio assets through these entities which are limited partnerships or corporate subsidiaries.

##### Receivables

Receivables are measured at cost less impairment.

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.

##### Equity

##### Dividend

Dividend proposed for the year is recognised as a liability at the date when it is adopted at the general meeting (declaration date). Dividend expected to be distributed for the financial year is presented as a separate line item under "Equity".

##### Share premium

The share premium is without restrictions, thus is available for dividend distributions.

##### Income tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior-year taxable income and tax paid on account.

Deferred tax is measured using the balance sheet 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 or on office premises and other items where temporary differences arise at the date of acquisition without affecting neither the profit/loss for the year nor the 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 2018 – 31 March 2019

### Notes

#### 1 Accounting policies (continued)

##### Income tax and deferred tax (continued)

Deferred tax assets, including the tax value of tax loss carry-forwards, 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 and jurisdiction.

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

##### Trade Payables

Trade payables consists of expenses incurred as part of the administration of the Company and are measured at net realisable value.

##### Cash flow statement

The cash flow statement shows the Company's cash flows from operating and financing activities for the year, the year's changes in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

##### Cash flows from operating activities

Cash flows from operating activities include cash flows from investment in associates which is the principal activity of the Company.

##### Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt, and payment of dividends to shareholders.

##### Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term to maturity of three months or less, which are subject to only minor risks of changes in value.

##### Financial ratios

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015".

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Operating margin	$\text{Operating profit} / \text{Revenue} \times 100\%$
Gross margin	$\text{Gross profit} / \text{Revenue} \times 100\%$
Current ratio	$\text{Current assets} / \text{Current liabilities} \times 100\%$
Equity ratio	$\text{Equity at year-end} / \text{Total equity and liabilities} \times 100\%$
Return on equity	$\text{Profit for the year} / \text{Average equity} \times 100\%$

## Financial statements 1 January 2018 – 31 March 2019

### Notes

EUR'000	2018/19 (15 months)	2017
<b>2 Income from investment in associates</b>		
Dividends received from investment in associates	31,311	0
	<u>31,311</u>	<u>0</u>
<b>3 Fees paid to auditors appointed at the annual general meeting</b>		
Total fee to EY	15	0
Fee for statutory audit	6	0
Assurance engagements	9	0
	<u>15</u>	<u>0</u>
<b>4 Tax for the year</b>		
Current tax for the year	0	0
Adjustment of the deferred tax charge for the year	0	0
Prior-year adjustments	0	0
	<u>0</u>	<u>0</u>
Analysed as follows:		
Tax for the year	0	0
Tax on changes in equity	0	0
	<u>0</u>	<u>0</u>
Tax on the profit/loss for the year is explained as follows:		
Estimated 22% tax on the profit/loss before tax	9,347	0
Tax effect of:		
Non-deductible expenses, etc.	(9,356)	0
Adjustment of prior-year taxes	0	0
Deferred tax not recognised	9	0
	<u>0</u>	<u>0</u>



## Financial statements 1 January 2018 – 31 March 2019

### Notes

#### 5 Financial assets

	Investment in associates
EUR'000	
Cost at 1 January 2018	0
Additions	609,322
Disposals	(7,000)
Cost at 31 March 2019	602,322
Value adjustments at 1 January 2018	0
Value adjustments in the year	11,219
Value adjustments at 31 March 2019	11,219
Fair value at 31 March 2019	613,540

Investment in associates consist of a 34.598% interest in Scandlines Infrastructure ApS, acquired in 2018.

The value of other securities (level 3 in the fair value hierarchy) is assessed quarterly based on a discounted cash flow model of expected dividends until 2040 as well as a terminal period.

The construction of the fixed link across one of the Company's current ferry routes is estimated to have a material impact on the business and therefore different revenue growth rates are used pre and prior the fixed link opening.

The discount rate applied is a cost of equity and is chosen with reference to market transactions, weighted average cost of capital calculations, comparable industries and other public data.

The most significant non-observable inputs in determining the fair value are:

EUR'000	2018/19	2017
Average revenue growth before the fixed link opens	4.0%	-%
Average revenue growth after the fixed link opens	0.8%	-%
Growth in terminal period	0.5%	-%

#### 6 Share capital

The share capital comprises 40,000 shares of €1 nominal value each. All shares rank equally.

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

##### Contingent assets

As at 31 March 2019, the Company had no contingent assets.

##### Contingent liabilities

As at 31 March 2019, the Company had no contingent liabilities.

##### Operating lease liabilities

As at 31 March 2019, the Company had no lease liabilities (operating leases).

#### 8 Mortgages and collateral

The Company had no mortgages or collateral for the period to 31 March 2019.

## Financial statements 1 January 2018 – 31 March 2019

### Notes

#### 9 Related parties

3i Abaco ApS' related parties comprise the following:

##### Parties exercising control

3i Group plc, 16 Palace Street, London, SW1E 5JD, United Kingdom  
3i Group plc holds the majority of the share capital in the entity

Group financial statements can be retrieved on [www.3i.com](http://www.3i.com).

##### Related party transactions

Besides distribution of dividend, no other transactions were carried through with shareholders in the year.  
No remuneration/fees to members of the Executive Board has been paid during the year.

EUR'000		2018/19 (15 months)	2017
10 Appropriation of profit	Recommended appropriation of profit	31,269	0
	Transferred to reserves under equity	31,269	0
11 Cash generated from operations before changes in working capital	Dividend Income and other operating expenses	31,311	0
	Expenses	(42)	0
		31,269	0
12 Changes in working capital	Change in trade payables	15	0
		15	0