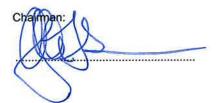
3i Abaco ApS

Holbergsgade 14, 2. tv, 1057 Copenhagen K CVR no. 38 10 30 75

Annual report 2019/20

Approved at the Company's annual general meeting on 3 July 2020



3i Abaco ApS Annual report 2019/20

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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 April 2019 - 31 March 2020.

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 2020 and of the results of the Company's operations and cash flows for the financial year 1 April 2019 – 31 March 2020.

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, 3 July 2020

Executive Board:

Jasi Halai Director

ne Meich Søy nisen

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 April 2019 – 31 March 2020, 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 2020 and of the results of the Company's operations and cash flows for the period 1 April 2019 – 31 March 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 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 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 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, 3 July 2020

EY 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	2019/20	2018/19*
Key figures		
Income from investments in associates	118	31
Fair value movements on investment in associates	(116)	-
Profit before net financials	(110)	31
Profit for the year	1	31
Non-current assets	486	614
Current assets	0	0
Total assets	486	614
Equity	486	614
Non-current liabilities	0	0
Current liabilities	0	0
Cash flows from operating activities	118	31
Cash flow from investing activities	0	(602)
Cash flows from financing activities	(118)	571
Total cash flows	0	0
Portion relating to investments in items of property, plant and equipment	0	0
Financial ratios		
Operating margin	97%	100%
Gross margin	97%	100%
Current ratio	946%	480%
Equity ratio	110%	100%
Return on equity	0.2%	10.2%

^{* 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 €1,289k.

Investments

The Company's investment in associates had a fair value of €485,840,319 as at 31 March 2020, representing a fair value loss of €116,481,176 on opening cost. The main reason for the reduction in value is down to the Danish and German Governments' decision to impose border controls in March 2020 due to COVID-19, which has had a major short-term impact on car volumes in particular. However, Scandlines' strategic importance to supply chains across the region is evident and freight continues to flow with good volumes despite the reduced economic activity across Europe. To reflect the short-term impact to volumes from the temporary restrictions and the current elevated level of potential uncertainty of the longer-term impact of the pandemic, the value of Scandlines has reduced during the year to 31 March 2020.

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 if 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 2020, 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 main activity is to invest in investment in associates. The Company comply with the same policies for corporate social responsibility, environmental considerations, gender equality, human rights and anti-corruption as the Parent Company, 3i Group PLC. The Company's statutory reporting according to the Danish Statement Act section 99a are described in the group financial statements which can be found at https://www.3i.com/media/4659/3i group ar 2020.pdf.

The Company has no Board of Directors and it's Executive Board has only two members, hence the Company is not covered by the requirements on reporting according to the Danish Financial Statement Act Section 99b.

Subsequent events

The effects of COVID-19 remain uncertain subsequent to 31 March 2020 up to the date of sign off with the economic disruption continuing to impact the valuation of investments. The exact impact remains uncertain at this point and will be guantified at the next quarterly valuation date.

Income statement

Note	EUR'000	2019/20	2018/19 (15-month period)
2 5	Income from investment in associates Fair value movements on investment in associates	117,806 (116,481)	31,311 0
	Gross profit External expenses	1,325 (36)	31,311 (42)
	Operating profit Tax for the year	1,289 0	31,269 0
	Profit for the year	1,289	31,269

Balance sheet 31 March 2020

Note	EUR'000	2019/20	2018/19
5	ASSETS Non-current assets Financial assets		
	Investments in associates	485,840	613,540
		485,840	613,540
	Total non-current assets	485,840	613,540
	Current assets Receivables		
	Other receivables	0	0
		0	0
	Cash	110	72
	Total current assets	110	72
	TOTAL ASSETS	485,950	613,612

Balance sheet 31 March 2020

Note	EUR'000	2019/20	2018/19
6	EQUITY AND LIABILITIES Equity Share capital Share premium Retained earnings Reserve for fair value adjustments	40 609,282 (123,384) 0	40 609,282 (6,944) 11,219
	Total equity	485,938	613,597
	Current liabilities Trade payables	12	15
	Total current liabilities	12	15
	Total liabilities	12	15
	TOTAL EQUITY AND LIABILITIES	485,950	613,612

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

Statement of changes in equity

Note	EUR'000	Share capital	Share premium	Retained earnings	Reserve for fair value adjustments	Total
	Equity at 1 January 2018	7	0	0	0	7
	Issued Capital	33	0	0	0	33
	Dividend distribution	0	0	(38,213)	0	(38,213)
	Share Premium	0	609,282	0	0	609,282
	Fair value adjustments Transfer, see "Appropriation of	0	0	0	11,219	11,219
10	profit"	0	0	31,269	0	31,269
	Equity at 1 April 2019	40	609,282	(6,944)	11,219	613,597
	Dividend distribution	0	0	(117,729)	0	(117,729)
	Fair value adjustments Transfer, see "Appropriation of	0	0	Ó	(11,219)	(11,219)
	profit"	0	0	1,289	0	1,289
	Equity at 31 March 2020	40	609,282	(123,384)	0	485,938

Cash flow statement

Note	EUR'000	2019/20	2018/19 (15-month period)
	Profit before net financials	1,289	31,269
11 5 12	Cash generated from operations before changes in working capital Fair value movements on investment in associates Changes in working capital	1,289 116,481 (3)	31,269 - 15
	Cash generated from operations	117,767	31,285
	Cash flows from operating activities	117,767	31,285
	Investment in associates Disposal of investments in associates	0	(609,322) 7,000
	Cash flows from investing activities	0	(602,322)
	Issue of share capital and share premium Dividend distribution	0 (117,729)	609,315 (38,213)
	Cash flows from financing activities	(117,729)	571,102
	Net cash flows Cash and cash equivalents, beginning of year	38 72	65 7
	Cash and cash equivalents, year-end	110	72

Notes

1 Accounting policies

The annual report of 3i Abaco ApS for 2019/20 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.

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.

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 adjustment is firstly recognised in the reserve on equity and then the remaining value adjustment is recognised in the income statement.

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.

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 marginOperating profit / Revenue x 100%Gross marginGross profit / Revenue x 100%

Current ratio Current liabilities x 100%

Equity ratio Equity at year-end / Total equity and liabilies x 100%

Return on equity Profit for the year / Average equity x 100%

Notes

EUR'000	2019/20	2018/19 (15 months)
2 Income from investment in associates		
Dividends received from investment in associates	117,806	31,311
	117,806	31,311
3 Fees paid to auditors appointed at the annual general meeting Total fee to EY	23	15
·		
Fee for statutory audit Assurance engagements	9 14	6 9
	23	15
4 Tax for the year		
Current tax for the year	0	0
Adjustment of the deferred tax charge for the year Prior-year adjustments	0 0	0 0
- -	0	0
Analysed as follows:		
Tax for the year Tax on changes in equity	0	0
rax on changes in equity	0	0
Tay on the profit/loss for the year is explained as follows:		
Tax on the profit/loss for the year is explained as follows:	00.4	0.047
Estimated 22% tax on the profit/loss before tax	284	9,347
Tax effect of: Non-deductible expenses and (income) etc.	(291)	(9,356)
Adjustment of prior-year taxes Deferred tax not recognised	0 7	0 9
- -	0	0

Notes

5 Financial assets

EUR'000	Investment in associates
Cost at 1 April 2019 Additions Disposals	602,322 0 0
Cost at 31 March 2020	602,322
Value adjustments at 1 April 2019 Value adjustments in the year	11,219 (127,701)
Value adjustments at 31 March 2020	(116,482)
Fair value at 31 March 2020	485,840

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 discount rate of future expected cash flows is the main assumption applied in the valuation. The discount rate used for the valuation was 10%. If the discount rate had increased by 10%, the impact on the investment in associates would be a decrease of €48,866k. If the discount rate had decreased by 10%, the impact on the investment in associates would be a increase of €53,206k.

The Danish and German Governments' decision to impose border controls in March 2020 due to COVID-19 has had a major short-term impact on car volumes in particular. However, Scandlines' strategic importance to supply chains across the region is evident and freight continues to flow with good volumes despite the reduced economic activity across Europe. To reflect the short-term impact to volumes from the temporary restrictions and the current elevated level of potential uncertainty of the longer-term impact of the pandemic, the value of Scandlines has reduced during the year to 31 March 2020.

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

EUR'000	2019/20	2018/19
Average revenue growth before the fixed link opens	3.9%	4.0%
Average revenue growth after the fixed link opens	0.9%	0.8%
Growth in terminal period	0.5%	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 2020, the Company had no contingent assets.

Contingent liabilities

As at 31 March 2020, the Company had no contingent liabilities.

Notes

Operating lease liabilities

As at 31 March 2020, 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 2020.

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.

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	2019/20	2018/19 (15 months)
10	Appropriation of profit Recommended appropriation of profit Transferred to reserves under equity	1,289	31,269
	Transierieu to reserves under equity	1,289	31,269
11	Cash generated from operations before changes in working capital Dividend Income and other operating income Expenses	117,806 (36)	31,311 (42)
		117,770	31,269
12	Changes in working capital Change in trade payables	(3)	15
	onango in trado payablos		15
		(3)	15