



VADSKÆR
KRØMMELBEIN
STATSAUTORISERET
REVISIONSANPARTSSELSKAB

Annual report for the period 1 January to 31 December 2023

NSF II Umeus Nordhavn ApS

Southamptongade 4, 2150 Nordhavn

CVR no. 38 11 04 62

Adopted at the annual general meeting on 14
June 2024

Stine Seneberg
chairman

Table of contents

	Page
Statements	
Statement by management on the annual report	1
Independent auditor's report	2
Company details	
Company details	5
Financial statements	
Income statement 1 January 2023 - 31 December 2023	6
Balance sheet at 31 December 2023	7
Statement of changes in equity	9
Accounting policies	10
Notes	10

Statement by management on the annual report

The executive board has today discussed and approved the annual report of NSF II Umeus Nordhavn ApS for the financial year 1 January - 31 December 2023.

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 company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

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

Nordhavn, 14 June 2024

Executive board

Thomas Ebbe Riise-Jakobsen

Rune Højby Kock

Stine Seneberg

Independent auditor's report

To the shareholder of NSF II Umeus Nordhavn ApS

Opinion

We have audited the financial statements of NSF II Umeus Nordhavn ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023 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 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 and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the 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 about 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 these financial statements.

Independent auditor's report

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.
- 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 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.

Independent auditor's report

Brøndby, 14 June 2024

Vadskær Krømmelbein
Statsautoriseret Revisionsanpartsselskab
CVR no. 40 68 97 45

Michael Kodama Krømmelbein
Statsautoriseret revisor
mne44139

Company details

The company

NSF II Umeus Nordhavn ApS
Southamptongade 4
2150 Nordhavn

CVR no.: 38 11 04 62

Reporting period: 1 January - 31 December 2023

Incorporated: 15 October 2016

Financial year: 8th financial year

Domicile: Copenhagen

Executive board

Thomas Ebbe Riise-Jakobsen
Rune Højby Kock
Stine Seneberg

Auditors

Vadskær Krømmelbein
Statsautoriseret Revisionsanpartsselskab
Vibeholms Allé 16
2605 Brøndby

Bankers

Danske Bank A/S
Lersø Parkallé 100
2100 København Ø

Income statement 1 January 2023 - 31 December 2023

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
Gross loss		-159,159	-111,952
Income from investments in subsidiaries		-16,145,978	597,954
Financial income	4	7,428,656	3,342,897
Financial costs	5	<u>-4,781,523</u>	<u>-5,123,049</u>
Profit/loss before tax		-13,658,004	-1,294,150
Tax on profit/loss for the year	6	<u>-829,846</u>	<u>416,250</u>
Profit/loss for the year		<u>-14,487,850</u>	<u>-877,900</u>
 Recommended appropriation of profit/loss			
Reserve for net revaluation under the equity method		-16,145,978	597,954
Retained earnings		<u>1,658,128</u>	<u>-1,475,854</u>
		<u>-14,487,850</u>	<u>-877,900</u>

Balance sheet at 31 December 2023

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
Assets			
Investments in subsidiaries	7	87,213,515	108,493,840
Receivables from group enterprises	8	96,239,186	88,810,554
Fixed asset investments		<u>183,452,701</u>	<u>197,304,394</u>
Total non-current assets		<u>183,452,701</u>	<u>197,304,394</u>
Deferred tax asset		0	416,263
Receivables		<u>0</u>	<u>416,263</u>
Cash at bank and in hand		<u>765,647</u>	<u>842,706</u>
Total current assets		<u>765,647</u>	<u>1,258,969</u>
Total assets		<u><u>184,218,348</u></u>	<u><u>198,563,363</u></u>

Balance sheet at 31 December 2023

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
Equity and liabilities			
Share capital		50,002	50,002
Reserve for net revaluation under the equity method		69,163,515	90,443,840
Retained earnings		<u>49,878,994</u>	<u>48,220,866</u>
Equity		<u>119,092,511</u>	<u>138,714,708</u>
Payables to group enterprises		<u>64,572,232</u>	<u>59,794,640</u>
Total non-current liabilities	9	<u>64,572,232</u>	<u>59,794,640</u>
Trade payables		59,830	54,015
Corporation tax		<u>493,775</u>	<u>0</u>
Total current liabilities		<u>553,605</u>	<u>54,015</u>
Total liabilities		<u>65,125,837</u>	<u>59,848,655</u>
Total equity and liabilities		<u>184,218,348</u>	<u>198,563,363</u>
Accounting policies	1		
Main activity	2		
Contingent liabilities	10		
Mortgages and collateral	11		
Disclosure of consolidated financial statements	12		

Statement of changes in equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
Equity at 1 January 2023	50,002	90,443,840	48,220,866	138,714,708
Other equity movements	0	-5,134,347	0	-5,134,347
Net profit/loss for the year	0	-16,145,978	1,658,128	-14,487,850
Equity at 31 December 2023	50,002	69,163,515	49,878,994	119,092,511

Notes

1 Accounting policies

The Annual Report of NSF II Umeus Nordhavn ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

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

The annual report for 2023 is presented in DKK

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

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 installments 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.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Notes

1 Accounting policies

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross loss

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

Gross loss comprises other external expenses.

Other external expenses

Other external expenses include expenses related to administration etc.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses as well as realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions.

Tax on profit/loss for the year

The Company is jointly taxed with with Danish group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

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.

Notes

1 Accounting policies

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

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.

Cash and cash equivalents

Cash and cash equivalents comprise deposits at banks.

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. Deferred tax is measured at net realisable value.

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. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Notes

1 Accounting policies

Liabilities

Liabilities, which include trade payables and payables to group entities, are measured at amortised cost, which is usually equivalent to nominal value.

Notes

2 Main activity

The company's key activity is to possess shares in subsidiaries and any other related activity.

	<u>2023</u> DKK	<u>2022</u> DKK
3 Staff costs		
Number of fulltime employees on average	<u>0</u>	<u>0</u>
4 Financial income		
Interest received from group enterprises	7,428,633	3,342,882
Exchange gains	<u>23</u>	<u>15</u>
	<u>7,428,656</u>	<u>3,342,897</u>
5 Financial costs		
Interest paid to group enterprises	4,777,592	5,105,850
Other financial costs	3,589	17,042
Exchange loss	<u>342</u>	<u>157</u>
	<u>4,781,523</u>	<u>5,123,049</u>
6 Tax on profit/loss for the year		
Current tax for the year	493,775	0
Deferred tax for the year	148,726	-416,263
Adjustment of tax concerning previous years	-80,192	13
Adjustment of deferred tax concerning previous years	<u>267,537</u>	<u>0</u>
	<u>829,846</u>	<u>-416,250</u>

Notes

	2023 DKK	2022 DKK
7 Investments in subsidiaries		
Cost at 1 January 2023	<u>18,050,001</u>	<u>18,050,001</u>
Cost at 31 December 2023	<u>18,050,001</u>	<u>18,050,001</u>
Revaluations at 1 January 2023	90,443,839	81,152,328
Net profit/loss for the year	-16,145,978	597,954
Other equity movements, net	<u>-5,134,347</u>	<u>8,693,557</u>
Revaluations at 31 December 2023	<u>69,163,514</u>	<u>90,443,839</u>
Carrying amount at 31 December 2023	<u><u>87,213,515</u></u>	<u><u>108,493,840</u></u>

Investments in subsidiaries are specified as follows:

Name	Registered office	Share capital	Ownership interest	Equity	Profit/loss for the year
NSF II Umeus Nordhavn II ApS	Copenhagen	50,001	100%	87,213,515	-16,145,978

8 Fixed asset investments

	Receivables from group enterprises
Cost at 1 January 2023	88,810,554
Additions for the year	<u>7,428,632</u>
Cost at 31 December 2023	<u>96,239,186</u>
Carrying amount at 31 December 2023	<u><u>96,239,186</u></u>

Notes

9 Long term debt

	2023 DKK	2022 DKK
Payables to group enterprises		
Between 1 and 5 years	64,572,232	59,794,640
Non-current portion	64,572,232	59,794,640
Within 1 year	0	0
Current portion	0	0
	64,572,232	59,794,640

10 Contingent liabilities

Guarantee obligations

The Company has provided an absolute guarantee related engagement with credit institutions for affiliated companies for DKK 1,249,256,238 (2022: DKK 850,032,833)

Joint taxation

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Komplementarselskabet NSF II Denmark ApS, which is the management company of the joint taxation purposes.

Moreover, the Danish 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.

11 Mortgages and collateral

The company's shares in the subsidiary has been pledged as security to Nykredit Realkredit A/S.

12 Disclosure of consolidated financial statements

Consolidated financial statements

The company is reflected in the group report as the parent company NREP Nordic Strategies Fund II LP, Luxembourg