



Pentair Denmark Holding ApS

Snaremoosevej 27
7000 Fredericia
CVR No. 38351192

Annual report 2023

The Annual General Meeting adopted the annual report on 26.06.2024

Grant William O'Grady
Chairman of the General Meeting

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Entity details

Entity

Pentair Denmark Holding ApS
Snaremoosevej 27
7000 Fredericia

Business Registration No.: 38351192
Registered office: Fredericia
Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Andrew Gary Smyth
Grant William O'Grady
Valentina Masi

Executive Board

Grant William O'Grady

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Egtved Allé 4
6000 Kolding

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Pentair Denmark Holding ApS for the financial year 01.01.2023 - 31.12.2023.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Fredericia, 26.06.2024

Executive Board

Grant William O'Grady

Board of Directors

Andrew Gary Smyth

Grant William O'Grady

Valentina Masi

Independent auditor's report

To the shareholders of Pentair Denmark Holding ApS

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Pentair Denmark Holding ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the 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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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.

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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Report on other legal and regulatory requirements and other reporting responsibilities

Violation of the Danish Companies Act

The company have lost more than 50% of the share capital and since the requirement of section 119 of the Danish Companies Act, Management may become liable.

Kolding, 26.06.2024

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Lars Dam Østergaard

State Authorised Public Accountant
Identification No (MNE) mne34501

Management commentary

Primary activities

Pentair Denmark Holding ApS owns and controls 100% of the shares in Union Engineering A/S.

Development in activities and finances

The economic development is in line with the economic performance of Union Engineering A/S. The profit for this year in the subsidiary is considered in line with expectations. The result for Pentair Denmark Holding ApS is however affected by amortization of goodwill.

The equity position of the entity is expected to improve. The equity position will be monitored over the coming months and years, and alternative measures will be reviewed, if required.

Uncertainty relating to recognition and measurement

Reference is made to note 1 in the financial statements.

Income statement for 2023

	Notes	2023 DKK'000	2022 DKK '000
Administrative expenses		(48)	(45)
Operating profit/loss		(48)	(45)
Income from investments in group enterprises		675	(32,779)
Other financial expenses	2	(9,764)	(8,858)
Profit/loss before tax		(9,137)	(41,682)
Tax on profit/loss for the year	3	1,805	1,958
Profit/loss for the year		(7,332)	(39,724)
Proposed distribution of profit and loss:			
Retained earnings		(7,332)	(39,724)
Proposed distribution of profit and loss		(7,332)	(39,724)

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK'000	2022 DKK'000
Investments in group enterprises		206,910	208,009
Financial assets	4	206,910	208,009
Fixed assets		206,910	208,009
Deferred tax	5	4,880	5,816
Income tax receivable		306	204
Joint taxation contribution receivable		2,740	0
Receivables		7,926	6,020
Current assets		7,926	6,020
Assets		214,836	214,029

Equity and liabilities

	Notes	2023 DKK'000	2022 DKK'000
Contributed capital	6	150	150
Retained earnings		(10,421)	(1,316)
Equity		(10,271)	(1,166)
Payables to group enterprises		196,000	196,000
Non-current liabilities other than provisions	7	196,000	196,000
Trade payables		45	45
Payables to group enterprises		29,062	19,150
Current liabilities other than provisions		29,107	19,195
Liabilities other than provisions		225,107	215,195
Equity and liabilities		214,836	214,029
Uncertainty relating to recognition and measurement	1		
Employees	8		
Contingent liabilities	9		
Related parties with controlling interest	10		
Group relations	11		

Statement of changes in equity for 2023

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	150	(1,316)	(1,166)
Exchange rate adjustments	0	(1,773)	(1,773)
Profit/loss for the year	0	(7,332)	(7,332)
Equity end of year	150	(10,421)	(10,271)

Business operations have been negatively impacted over the past few years by the Global Pandemic and the Russian invasion of Ukraine and as a result of this, the equity of Pentair Denmark Holdings ApS has been eroded. However, the Directors are confident that business will rebound and become profitable once more. As a consequence, the equity position of the entity is expected to improve. The equity position will be monitored over the coming months and years, and alternative measures will be reviewed, if required.

Notes

1 Uncertainty relating to recognition and measurement

In connection with the financial reporting, the carrying amount of goodwill recognised as part of the carrying amount of investments in group enterprises (please refer to note 5) has been tested for impairment by use of a discounted cash flow model (DCF-model). This test is based on the Company's budget and forecasts as well as on a projection thereof in the subsequent years.

The key assumptions for the impairment are as follows:

- The expected cashflows are discounted at WACC of 13 %
- The expected growth in revenue during the budget-period of 5 years is on average 5%. For the following terminal period, a growth rate of 3% is applied.
- The expected EBITDA-margin in the terminal period is 6.7%

Changes to the significant assumptions would affect the amount written down and the effect of this is likely to be material.

2 Other financial expenses

	2023	2022
	DKK'000	DKK'000
Financial expenses from group enterprises	9,763	8,855
Other interest expenses	1	3
	9,764	8,858

3 Tax on profit/loss for the year

	2023	2022
	DKK'000	DKK'000
Change in deferred tax	938	(1,958)
Refund in joint taxation arrangement	(2,743)	0
	(1,805)	(1,958)

4 Financial assets

	Investments in group enterprises DKK'000
Cost beginning of year	361,475
Cost end of year	361,475
Revaluations beginning of year	(153,466)
Exchange rate adjustments	(1,773)
Amortisation of goodwill	(25,139)
Share of profit/loss for the year	25,813
Revaluations end of year	(154,565)
Carrying amount end of year	206,910

Here of the carrying amount of goodwill amounts to DKK 100.556k.

5 Deferred tax

Deferred tax relate to tax loss carryforwards. The deferred tax asset is expected to be utilized through positive taxable income in the joint taxation, which include subsidiary Union Engineering A/S.

6 Share capital

	Number	Par value DKK'000	Nominal value DKK'000
Ordinary shares	150,000	0,001	150
	150,000		150

7 Non-current liabilities other than provisions

	Due after more than 12 months 2023 DKK'000
Payables to group enterprises	196,000
	196,000

8 Employees

The Entity's average number of full-time employees is 0.

9 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where the Entity serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore secondarily liable for income taxes etc for the jointly taxed entities, which is limited to the equity interest by which the entity participates in the Group, as well as for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the

joint taxation arrangement is disclosed in the administration company's financial statements.

10 Related parties with controlling interest

The following parties have a controlling interest:

- Pentair PLC, Ireland, (no. 536025), 43 London Wall, London EC2M5TF, United Kingdom, Ultimate owner, shareholder.

11 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Pentair PLC, Ireland, (no. 536025), 43 London Wall, London EC2M5TF, United Kingdom, Ultimate owner, shareholder.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are classified directly as equity.

Income statement

Administrative expenses

Administrative costs comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationery and office supplies.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year, as well as amortisation and impairment of goodwill.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation is imminent, a provision is recognised that is measured at present value of the costs deemed necessary to incur to settle the obligation.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is calculated as the difference between cost of the investments and fair value of the pro rata share of assets and liabilities acquired. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life is determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 11 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.