

SSG HoldCo A/S

Knapholm 4
2730 Herlev
Denmark

CVR no. 38 62 06 65

Annual report for the period 1 October 2021 – 31 December 2022

The annual report was presented and approved at
the Company's annual general meeting on

18 July 2023

Andreas Michael Ehlinger
Chairman of the annual general meeting

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Company details	5
Operating review	6
Financial statements 1 October 2021 – 31 December 2022	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes	11

SSG HoldCo A/S
Annual report 2021/22
CVR no. 38 62 06 65

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of SSG HoldCo A/S for the financial period 1 October 2021 – 31 December 2022.

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 Company's assets, liabilities and financial position at 31 December 2022 and of the results of the Company's operations for the financial period 1 October 2021 – 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Herlev, 14 July 2023
Executive Board:

Bjørn Herlofsen
CEO

Board of Directors:

Elvir Kolak
Chairman

Bjørn Herlofsen

Andreas Michael Ehlinger

Independent auditor's report

To the shareholder of SSG HoldCo A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2022, and of the results of the Company's operations for the financial year 1 October 2021 – 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of SSG HoldCo A/S for the financial year 1 October 2021 – 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

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' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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.

Independent auditor's report

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 financial statement 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 judgment 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.

Hellerup, 14 July 2023
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Jacob F Christiansen
State Authorised
Public Accountant
mne18628

Henrik Ødegaard
State Authorised
Public Accountant
mne31489

Management's review

Operating review

Principal activities

BELFOR is one of Scandinavia's leading providers of damage control and complementary services. The Company's business model has been tailor made to meet demands from insurance companies, including specialized repair work not offered by traditional craftsmen.

Development in activities and financial position

The Company's income statement for the period 1 October 2021 - 31 December 2022 shows a loss of DKK -259,167 thousand as against DKK -73,531 thousand for the period 1 October 2020 - 30 September 2021. Equity in the Company's balance sheet at 31 December 2022 stood at DKK -209,284 thousand as against DKK 39,408 thousand at 30 September 2021.

The loss of the year can mainly be attributed to unsatisfactory results in Norway. An impairment loss for the entire remaining goodwill regarding BELFOR Norway was recorded in 2021/2022. A significant reorganisation program is being implemented, since early 2023 supported by new top management. BELFOR Denmark also could not generate profits due to exceptionally dry weather in combination with significantly less cloudburst compared to prior years, a sharp increase in energy-, car-fleet, and material prices while sales price adjustments are only possible with delay. We were also still faced with high sickness levels due to COVID. We overall still achieved a satisfactory result in Sweden, despite similar circumstances. Further costs in context of the acquisition of the SSG Group by BELFOR, integration and reorganisation impacted results negatively across Scandinavia. At SSG BidCo A/S, an increase in interest expenses since refinancing of the bond through a USD-loan with variable interest rate, with significant rise in the underlying rate throughout the year, that could not be outweighed by foreign exchange gains, contributed further to the overall losses.

In the context of the planned mergers in 2023 it is planned to reassess the consolidated equity and to strengthen the capital structure by converting part of the USD-loan in BELFOR Slagelse to share capital.

The Company has changed the financial reporting period from 1 October - 30 September to 1 January - 31 December. The transition period covers 1 October 2021 - 31 December 2022.

Events after the balance sheet date

Through plans adopted on 1 April 2023 for a series of mergers, it is planned that BELFOR Slagelse A/S (formerly BELFOR Danmark A/S) and four Danish holding companies of the former SSG Group; P - SSG 2019 A/S, SSG HoldCo A/S, SSG BidCo A/S and SSG Group A/S; are merged onto BELFOR Denmark A/S as ultimate surviving entity.

No further events of material importance to the annual report for 2021/22 have occurred after the balance sheet date.

Financial statements 1 October 2021 - 31 December 2022

Income statement

DKK'000	Note	1/10 2021- 31/12 2022	1/10 2020- 30/9 2021
Gross loss		-435	-86
Loss before financial income and expenses		-435	-86
Income from equity investments in group entities		-259,132	-73,393
Other financial income	3	444	0
Other financial expenses	4	-15	-43
Loss before tax		-259,138	-73,522
Tax on loss for the year	5	-29	-9
Loss for the period		-259,167	-73,531
Proposed distribution of loss			
Retained earnings		-259,167	-73,531
		-259,167	-73,531

Financial statements 1 October 2021 - 31 December 2022

Balance sheet

DKK'000	Note	31/12 2022	30/9 2021
ASSETS			
Fixed assets			
Investments			
Equity investments in group entities		0	29,223
Total fixed assets		0	29,223
Current assets			
Receivables			
Receivables from group entities		12,458	9,262
Cash at bank and in hand		34	974
Total current assets		12,492	10,236
TOTAL ASSETS		12,492	39,459

Financial statements 1 October 2021 - 31 December 2022

Balance sheet

DKK'000	Note	31/12 2022	30/9 2021
EQUITY AND LIABILITIES			
Equity			
Contributed capital	6	19,477	19,290
Reserve for exchange rate conversion		3,946	-4,252
Retained earnings		-232,707	24,370
Total equity		-209,284	39,408
Provisions			
Provisions for equity investments in group entities		221,708	0
Total provisions		221,708	0
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		0	28
Other payables		68	23
		68	51
Total liabilities other than provisions		68	51
TOTAL EQUITY AND LIABILITIES		12,492	39,459
Uncertainty regarding recognition and measurement	2		
Contractual obligations, contingencies, etc.	7		
Related party disclosures	8		

Financial statements 1 October 2021 - 31 December 2022

Statement of changes in equity

DKK'000	Contributed capital	Reserve for exchange rate conversion	Retained earnings	Total
Equity at 1 October 2021	19,290	-4,252	24,370	39,408
Cash capital increase	187	0	1,690	1,877
Sale of treasury shares	0	0	308	308
Issue of warrant	0	0	93	93
Exchange adjustment	0	8,198	0	8,198
Transferred over the distribution of loss	0	0	-259,168	-259,168
Equity at 31 December 2022	19,477	3,946	-232,707	-209,284

Financial statements 1 October 2021 - 31 December 2022

Notes

1 Accounting policies

The annual report of SSG HoldCo A/S for 2021/22 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

The Company has changed the financial reporting period from 1 October - 30 September to 1 January - 31 December. The transition period covers 1 October 2021 - 31 December 2022. The comparison figures have not been restated.

The Financial Statements for 2021/22 are presented in TDKK.

Omission of consolidated financial statements

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of SSG HoldCo A/S and group entities are included in the consolidated financial statements of BELFOR Europe GmbH, Germany.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

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 rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, 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.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Financial statements 1 October 2021 - 31 December 2022

Notes

1 Accounting policies (continued)

Income statement

Gross profit

Pursuant to section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Other external costs

Other external costs comprise costs related to administration.

Income from equity investments in subsidiaries

The proportionate share of the individual subsidiaries' profit/loss after tax is recognised in the Parent Company's income statement after full elimination of intra-group gains/losses and amortisation of goodwill.

Financial income and expenses

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

Tax on loss for the year

The Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Ultimate Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. 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 October 2021 - 31 December 2022

Notes

1 Accounting policies (continued)

Balance sheet

Investments in subsidiaries

Equity investments in subsidiaries are measured at the proportionate share of the entities' net asset value calculated in accordance with the Parent Company's accounting policies plus or minus unrealised intra-group gains or losses and plus or minus the residual value of positive and negative goodwill calculated in accordance with the acquisition method. Goodwill is amortised on a straight-line basis over the estimated useful life of 5-10 years which in some cases can be up to 20 years for strategically acquired companies with a strong market position and a long term earnings profile, if the extended amortisation period is assessed to better reflect the use of the respective resources.

Equity investments in subsidiaries with negative net asset values are measured at DKK 0, and any receivables from these entities are written down to the extent that the receivables are deemed irrecoverable. To the extent that the Parent Company has a legal or constructive obligation to cover a negative balance exceeding the receivable, the residual amount is recognised as provisions.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for 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 value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Financial statements 1 October 2021 - 31 December 2022

Notes

6 Equity (continued)

The acquisition of the SSG Group by BELFOR completed 22 June 2022 constituted an exit event allowing exercise or sale of the warrants to the buyer in the exit transaction.

The participants of the program did not exercise the warrants, so that the warrants were sold to the buyer of the SSG Group (BELFOR Slagelse A/S) along with all shares in the Group.

Therefore, at 31 December 2022 212.610.900 warrants are outstanding to BELFOR Slagelse A/S. With the end of the management incentive program the warrants serve no further purpose, and it is planned to cancel them.

Treasury shares

During 2021/22 SSG HoldCo A/S disposed nominal DKK 30,770 for a total consideration of DKK 400,000, including the price for the disposal of 9,230,800 warrants.

At 31 December 2022, the number of treasury shares amounts to 53,438 equal to 0.27% of the share capital and the company holds 16,561,600 warrants.

Treasury shares and warrants were acquired as part of the Management Incentive Programme issued by the Company, cf. description above.

7 Contractual obligations, contingencies, etc.

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. 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.

8 Related party disclosures

SSG HoldCo A/S' related parties comprise the following:

Control

P-SSG 2019 A/S, Fabriksvej 6 , 4200 Slagelse.

P-SSG 2019 A/S, holds the majority of the contributed capital in the Company.

SSG HoldCo A/S is part of the consolidated financial statements of BELFOR Europe GmbH, Keniastrasse 24, 47269 Duisburg, Germany, which is the smallest group, in which the Company is included as a subsidiary.

The consolidated financial statements of BELFOR Europe GmbH can be obtained by contacting the Company at the address above.

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Andreas Michael Ehlinger

Bestyrelsesmedlem

Serial number: efe97e6e-864d-4a8b-9f18-2ba7aebde229

IP: 157.97.xxx.xxx

2023-07-14 18:02:02 UTC



Bjørn Herlofsen

Adm. direktør

Serial number: c3ccdb1f-df2d-4f09-853a-ddce4a7344ea

IP: 176.75.xxx.xxx

2023-07-14 19:53:55 UTC



Bjørn Herlofsen

Bestyrelsesmedlem

Serial number: c3ccdb1f-df2d-4f09-853a-ddce4a7344ea

IP: 176.75.xxx.xxx

2023-07-14 19:53:55 UTC



Elvir Kolak

Bestyrelsesformand

Serial number: elvir.kolak@belfor.com

IP: 217.113.xxx.xxx

2023-07-17 07:25:58 UTC

Elvir Kolak

Jacob Fromm Christiansen

Statsautoriseret revisor

Serial number: PID:9208-2002-2-280994644017

IP: 80.62.xxx.xxx

2023-07-17 07:31:09 UTC



Henrik Ødegaard

Statsautoriseret revisor

Serial number: CVR:33771231-RID:56872415

IP: 83.136.xxx.xxx

2023-07-17 20:21:21 UTC



Penneo@dkbnummeridgle:262M15-DZM15-19-BZK7A-89EMXV6S8E7-20V0A

This document is digitally signed using Penneo.com. The digital signature data within the document is secured and validated by the computed hash value of the original document. The document is locked and timestamped with a certificate from a trusted third party. All cryptographic evidence is embedded within this PDF, for future validation if necessary.

How to verify the originality of this document

This document is protected by an Adobe CDS certificate. When you open the

document in Adobe Reader, you should see, that the document is certified by **Penneo e-signature service** <penneo@penneo.com>. This guarantees that the contents of the document have not been changed.

You can verify the cryptographic evidence within this document using the Penneo validator, which can be found at <https://penneo.com/validator>

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registereret, og informationerne er listet herunder.

“Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument.”

Andreas Michael Ehlinger

Dirigent

Serienummer: efe97e6e-864d-4a8b-9f18-2ba7aebde229

IP: 157.97.xxx.xxx

2023-07-18 07:57:22 UTC



Penneo dokumentnøgle: 32JHL-70N1S-PZXTA-J47MX-7NZS2-2YJGA

Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstemplet med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service** <penneo@penneo.com>. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser i indlejret i dokumentet ved at anvende Penneos validator på følgende websted: <https://penneo.com/validator>