

2022

Annual report for 2022

NGF Denmark Holding ApS
Ørbækvej 260, 5220 Odense SØ
CVR no. 38 67 97 75

Adopted at the annual
general meeting on
16 May 2023

Ole Hvelplund
chairman

nature
energy

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Statement by management on the annual report

The Board of Directors and Executive board have today discussed and approved the annual report of NGF Denmark Holding ApS for the financial year 1 January - 31 December 2022.

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 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

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

Odense, 16 May 2023

Executive board

Ole Hvelplund
CEO

Board of Directors

Sinead Caitlin Lynch
chairman

Karel Martin Kapoun
deputy chairman

Ole Hvelplund

Janneke Bertha Godefrida Antonia
van Deursen Abels

Independent auditor's report

To the shareholder of NGF Denmark Holding ApS

Opinion

We have audited the financial statements of NGF Denmark Holding ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022 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.

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:

Independent auditor's report

- 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.

Odense, 16 May 2023

PricewaterhouseCoopers
statsautoriseret revisionspartnerselskab
CVR no. 33 77 12 31

Mads Melgaard
State Authorised Accountant
MNE no. mne34354

Claus Damhave
State Authorised Accountant
MNE no. mne34166

Company details

The company

NGF Denmark Holding ApS
Ørbækvej 260
5220 Odense SØ

CVR no.: 38 67 97 75

Reporting period: 1 January - 31 December 2022

Domicile: Odense

Board of Directors

Sinead Caitlin Lynch, chairman
Karel Martin Kapoun, deputy chairman
Ole Hvelplund
Janneke Bertha Godefrida Antonia van Deursen Abels

Executive board

Ole Hvelplund

Auditors

PricewaterhouseCoopers
statsautoriseret revisionspartnerselskab
Munkebjergvænget 1, 3.
5230 Odense M

Bankers

Danske Bank

Consolidated financial statements

The company is reflected in the group report as the parent company NGF Partnership K/S.

Income statement 1 January - 31 December

	Note	2022 TDKK	2021 TDKK
Gross profit	4	-551	-325
Income from investments in subsidiaries	3	-252,474	180,407
Financial income	5	43	0
Financial costs		-91	-100
Profit/loss before tax		-253,073	179,982
Tax on profit/loss for the year	6	132	94
Profit/loss for the year		-252,941	180,076
 Recommended appropriation of profit/loss			
Reserve for net revaluation under the equity method		-267,010	180,407
Retained earnings		14,069	-331
		-252,941	180,076

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> TDKK	<u>2021</u> TDKK
Assets			
Investments in subsidiaries	7	<u>783,117</u>	<u>1,036,665</u>
Fixed asset investments		<u>783,117</u>	<u>1,036,665</u>
Total non-current assets		<u>783,117</u>	<u>1,036,665</u>
Receivables from subsidiaries		10,970	0
Deferred tax asset		<u>255</u>	<u>124</u>
Receivables		<u>11,225</u>	<u>124</u>
Cash at bank and in hand		<u>801</u>	<u>12,378</u>
Total current assets		<u>12,026</u>	<u>12,502</u>
Total assets		<u><u>795,143</u></u>	<u><u>1,049,167</u></u>

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> TDKK	<u>2021</u> TDKK
Equity and liabilities			
Share capital		18,190	18,190
Reserve for net revaluation under the equity method		0	267,010
Other statutory reserves		-1,075	0
Retained earnings		<u>777,947</u>	<u>763,878</u>
Equity		<u>795,062</u>	<u>1,049,078</u>
Trade payables		70	16
Payables to group enterprises		0	51
Other payables		<u>11</u>	<u>22</u>
Total current liabilities		<u>81</u>	<u>89</u>
Total liabilities		<u>81</u>	<u>89</u>
Total equity and liabilities		<u><u>795,143</u></u>	<u><u>1,049,167</u></u>
Main activity	1		
Significant events occurring after the end of the financial year	2		
Special items	4		
Contingent liabilities	8		
Related parties and ownership structure	9		

Statement of changes in equity

	Share capital	Reserve for net revaluation under the equity method	Other statutory reserves	Retained earnings	Total
Equity at 1 January 2022	18,190	267,010	0	763,878	1,049,078
Exchange adjustments	0	0	-1,075	0	-1,075
Net profit/loss for the year	0	-267,010	0	14,069	-252,941
Equity at 31 December 2022	18,190	0	-1,075	777,947	795,062

Notes

1 Main activity

The company's purpose is to invest in projects and companies engaged in the production of biogas and associated companies, including other forms of renewable energy.

2 Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date, which could significantly affect the Group's financial position.

On 26 November 2022, NGF Partnership K/S decided to accept a purchase offer from Shell Petroleum N.V. This means that the ownership of the subsidiary NGF Denmark Holding ApS and all its subsidiaries per 20 February 2023 has changed.

	<u>2022</u> TDKK	<u>2021</u> TDKK
3 Income from investments in subsidiaries		
Share of profits of subsidiaries	-251,440	181,441
Amortisation of goodwill	-1,034	-1,034
	<u>-252,474</u>	<u>180,407</u>
4 Special items		
Closed dispute regarding project development, included within Income from investments in subsidiaries	0	-29,463
Badwill in connection with business acquisition included within Income from investments in subsidiaries	29,634	0
	<u>29,634</u>	<u>-29,463</u>
5 Financial income		
Interest received from subsidiaries	43	0
	<u>43</u>	<u>0</u>

Notes

	2022 TDKK	2021 TDKK
6 Tax on profit/loss for the year		
Deferred tax for the year	-132	-94
	-132	-94
7 Investments in subsidiaries		
Cost at 1 January 2022	769,655	769,655
Cost at 31 December 2022	769,655	769,655
Revaluations at 1 January 2022	267,010	93,512
Exchange adjustment	-1,074	107
Net profit/loss for the year	-251,440	181,441
Other equity movements, net	0	-7,016
Amortisation of goodwill	-1,034	-1,034
Revaluations at 31 December 2022	13,462	267,010
Carrying amount at 31 December 2022	783,117	1,036,665

Investments in subsidiaries are specified as follows:

Name	Registered office	Share capital	Ownership interest
Nature Energy Biogas A/S	Odense	12.918 TDKK	100%

8 Contingent liabilities

The Group's Danish companies are jointly and severally liable for tax on the Group's jointly taxed income, etc. The total amount of due corporation tax payable is stated in the annual report of NGF Partnership K/S. Furthermore, the Group's Danish companies are jointly and severally liable for Danish taxes in the form of dividend tax and interest tax. Any subsequent corrections to corporate taxes may increase the the Company's commitment.

Notes

9 Related parties and ownership structure

Controlling interest

NGF Partnership K/S

Consolidated financial statements

The company is reflected in the group report as the parent company NGF Partnership K/S.

Accounting policies

The Annual Report of NGF Denmark Holding ApS for 2022 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 2022 is presented in TDKK

Pursuant to sections §112, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

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.

Income statement

Gross profit

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, expenses for raw materials and consumables and other external expenses.

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Accounting policies

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Income from investments in subsidiaries

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

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

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

Special items

Special items 2021 relate a closed dispute regarding project development. The amount is recognized as income from investments in subsidiaries.

Special items 2022 relates to badwill in connection with business aquisition included within Income from investments in subsidiaries.

Balance sheet

Investments in subsidiaries

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

The items "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 with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Accounting policies

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.

Impairment of fixed assets

The carrying amount of investments in subsidiaries and associates are reviewed on an annual basis to determine whether there is any indication of impairment, other than what is expected by normal amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Receivables

Receivables are measured in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Equity

Dividends

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Income tax and deferred tax

Current tax liabilities and receivables are recognised in the balance sheet as the estimated taxable income for the year adjusted for tax on taxable income for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Deferred income tax is measured using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amount for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax is measured on the basis of the tax rules and at the tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes in tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Deferred tax assets, including the tax base of tax loss carry-forward, are measured at the value to which the asset is expected to be realised, either by elimination in future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Liabilities

Debts are measured at amortised cost, substantially corresponding to nominal value.

Accounting policies

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'.

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.

Fixed assets acquired in foreign currencies are translated at the exchange rate at the transaction date.