

Africa Infrastructure Fund I GP ApS

**c/o Bruun & Hjejle, Nørregade 21, 1165
Copenhagen**

CVR no. 38 84 17 69

Annual report for 2019

Adopted at the annual general meeting
on



Simon Krogh
Chairman of the General Meeting

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Company details

Company	Africa Infrastructure Fund I GP ApS c/o Bruun & Hjejle Nørregade 21 1165 Copenhagen CVR no.: 38 84 17 69
Financial year	1 January - 31 December
Management	Finn Louis Meyer Henrik Dahl
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup
Consolidated financial statements	The Company is included in the consolidated financial statements of A.P. Møller Holding A/S, Business Registration no. 25 67 92 88.

Statement by Management on the annual report

The Management has today discussed and approved the annual report of Africa Infrastructure Fund I GP ApS for the financial year 1 January - 31 December 2019.

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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

In our opinion, Management's review includes a fair review of the matters dealt with herein.

Management recommends that the annual report should be approved at the annual general meeting.

Copenhagen, 27 March 2020

Management

Finn Louis Meyer
Director

Henrik Dahl
Director

Independent Auditor's report

To the shareholder of Africa Infrastructure Fund I GP ApS

Opinion

We have audited the financial statements of Africa Infrastructure Fund I GP ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity, notes and 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 2019 and of the results of the company's operations for the financial year 1 January - 31 December 2019 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. 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.

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 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.

Independent auditor's report

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 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, we conclude that 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 Management's review.

Copenhagen, 27 March 2020

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Gert Fisker Tomczyk
State Authorised Public Accountant
mne9777

Thomas Wraae Holm
State Authorised Public Accountant
mne30141

Management's review

Business review

The purpose of the Company is to operate as a General Partner in Africa Infrastructure Fund I K/S, AIF I Sponsor Invest K/S and AIF I Management Invest K/S.

Financial review

The Company's income statement for the year ended 31 December 2019 shows a profit of DKK 36,040 and the balance sheet at 31 December 2019 shows equity of DKK 108,963. The result exceeds expectations for the financial year 2019. For 2020 Management expects a small increase in the profit in line with increase in the equity in Africa Infrastructure Fund I GP ApS.

Significant events occurring after the end of the financial year

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

Subsequent events without financial statements impact

The COVID-19 have up and until the release of the annual report not had any impact on the financial position of the Company; however as the event is ongoing and the outbreak of COVID-19 is very recent, the impact on 2020 financials cannot be assessed at this point.

Income statement 1 January - 31 December

	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
General partner fee		32,813	22,500
Other operating income		0	51,066
Other external expenses		<u>-1,500</u>	<u>-18,948</u>
Gross profit		31,313	54,618
Financial income		4,269	-153
Financial expenses		<u>-8</u>	<u>-289</u>
Profit/loss before tax		35,574	54,176
Tax on profit/loss for the year		<u>-7,361</u>	<u>-11,918</u>
Profit/loss for the year		<u>28,213</u>	<u>42,258</u>
 Distribution of profit			
Retained earnings		<u>28,213</u>	<u>42,258</u>
		<u>28,213</u>	<u>42,258</u>

Balance sheet 31 December

	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
Assets			
Trade receivables		10,314	0
Other receivables		<u>27,378</u>	<u>0</u>
Receivables		<u>37,692</u>	<u>0</u>
Cash at bank and in hand		<u>71,271</u>	<u>84,873</u>
Total current assets		<u>108,963</u>	<u>84,873</u>
Total assets		<u>108,963</u>	<u>84,873</u>

Balance sheet 31 December

	<u>Note</u>	<u>2019</u> DKK	<u>2018</u> DKK
Equity and liabilities			
Share capital		50,000	50,000
Retained earnings		<u>51,136</u>	<u>22,923</u>
Equity	2	<u>101,136</u>	<u>72,923</u>
Trade payables		0	32
Corporation tax		<u>7,827</u>	<u>11,918</u>
Total current liabilities		<u>7,827</u>	<u>11,950</u>
Total liabilities		<u>0</u>	<u>11,950</u>
Total equity and liabilities		<u>108,963</u>	<u>84,873</u>
Contingent assets, liabilities and other financial obligations	3		
Related parties	4		

Statement of changes in equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 1 January 2019	50,000	22,923	72,923
Net profit/loss for the year	<u>0</u>	<u>28,213</u>	<u>28,213</u>
Equity at 31 December 2019	<u>50,000</u>	<u>51,136</u>	<u>101,136</u>

Notes

	<u>2019</u>	<u>2018</u>
1 Staff expenses		
Average number of employees	<u>0</u>	<u>0</u>

2 Equity

The share capital consists of 50,000 shares of a nominal value of DKK 1. No shares carry any special rights.

There have been no changes in the share capital since the foundation of the Company on 8 August 2017.

3 Contingent assets, liabilities and other financial obligations

The Company act as General Partner in Africa Infrastructure Fund I K/S, which has total assets of DKK 149m and liabilities of DKK 10m as of 31 December, 2019.

The Company act as General Partner in AIF I Sponsor Invest K/S, which has total assets of DKK 63m and liabilities of DKK 0.02m as of 31 December, 2019.

The Company act as General Partner in AIF I Management Invest K/S, which has total assets of DKK 0.3m and liabilities of DKK 0.02m as of 31 December, 2019.

Africa Infrastructure Fund I GP ApS is part of a joint taxation with affiliates. The Company is jointly and severally liable with the jointly taxed companies for the joint taxation.

4 Related parties

Africa Infrastructure Fund I GP ApS is consolidated in the consolidated financial statements of:

A.P. Møller Holding A/S
Esplanaden 50
1263 Copenhagen K

Accounting policies

The annual report of Africa Infrastructure Fund I GP ApS for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

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

The annual report for 2019 is presented in DKK.

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 instalments 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.

Income statement

General partner fee

Revenue from annual general partner fee is recognized in the income statement in the financial period.

Other external expenses

Other external expenses include expenses related to administration, premises, etc.

Accounting policies

Other operating income

Other operating income comprises reimbursements of costs in accordance with agreements.

Tax on profit/loss for the year

The Company is subject to the Danish rules on compulsory joint taxation.

On payment of joint taxation contributions, the current Danish income 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 been able to use tax losses to reduce their own taxable profits.

Balance sheet

Receivables

Receivables are measured at amortised cost. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

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.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

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 assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables and other payables, are measured at amortised cost, which is usually equivalent 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 transactions are considered cash flow hedges, the value adjustments are taken directly to equity.

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Henrik Dahl

Direktør

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Finn Louis Meyer

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NEM ID 

Thomas Wraae Holm

Statsautoriseret revisor

On behalf of: PricewaterhouseCoopers Statsautoriseret

Revisionspartnerselskab

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