

Better Energy Poland Holding A/S

C/O Better Energy A/S
Gammel Kongevej 60, 14th floor
1850 Frederiksberg C

Business Registration No. 38929291

Annual Report 2023

The annual report was presented and
adopted at the Annual General Meeting
on 26 April 2024

Ho Kei Au
Chair of the Annual General Meeting

Better Energy Poland Holding A/S

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Better Energy Poland Holding A/S

Company information

Company	Better Energy Poland Holding A/S C/O Better Energy A/S Gammel Kongevej 60, 14th floor 1850 Frederiksberg C Business Registration No.: 38929291 Date of formation: 11 September 2017
Board of Directors	Rasmus Lildholdt Kjær Mark Augustenborg Ødum Thor Möger Pedersen
Executive Board	Christoffer Fruergaard Larsen, Director
Auditors	Deloitte Statsautoriseret Revisionspartnerselskab Egtved Alle 4 6000 Kolding Business Registration No.: 33963556

Management's statement

Today, the Executive Board and the Board of Directors have considered and adopted the annual report of Better Energy Poland Holding A/S for the financial year 1 January 2023 - 31 December 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 assets, liabilities and financial position of Better Energy Poland Holding A/S at 31 December 2023 and of the results of the company's operations for the financial year 1 January 2023 - 31 December 2023.

In our opinion, the management's review includes a true and fair account of the matters addressed in the review.

We recommend that the annual report be adopted at the Annual General Meeting.

Frederiksberg, 26 April 2024

Executive Board

Christoffer Fruergaard Larsen
Director

Board of Directors

Rasmus Lildholdt Kjær
Chairman

Mark Augustenborg Ødum
Board member

Thor Möger Pedersen
Board member

Independent auditor's report

To the shareholders of Better Energy Poland Holding A/S

Opinion

We have audited the financial statements of Better Energy Poland Holding A/S for the financial year 1 January 2023 - 31 December 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 December 2023 and of the results of its operations for the financial year 1 January 2023 - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis of 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 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.

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.

Independent auditor's report

- * 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 Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the Management's Review 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's review provides the information required by the relevant law and regulations.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the Management's Review.

Kolding, 26 April 2024

Deloitte Statsautotiseret Revisionspartnerselskab

Business Registration No. 33963556

Lars Ørum Nielsen

State Authorised Public Accountant

mne26771

Management's review

The company's main activities

The main activities of the entity is to carry out holding activities with project development, construction, financing and sale of Polish solar parks and related activities.

Development in activities and financial matters

The company's income statement of the financial year 1 January 2023 - 31 December 2023 shows a result of DKK 109,893,884 and the balance sheet at 31 December 2023 a balance sheet total of DKK 236,001,906 and an equity of DKK 232,144,130.

Financial risk

Financial risk covers risk of shrinking revenues, financial losses and limitations in access to capital on sound commercial terms. It also covers risk of incorrect tax handling in the markets we operate in.

The company has established policies aimed at managing liquidity by recurring internal forecasting of future expenditures and financing.

Financial outlook

In 2024, an operating profit is expected to be between DKK -200,000 - 0.

Key Figures and Financial Ratios

The development in the Company's key figures and financial ratios can be described as follows:

Numbers appear in thousands

	2023	2022	2021	2020	2019
Gross profit	-81	-84	-470	-7	-10
Net financials	113,048	110,248	22,952	-3,916	-3,576
Profit/loss for the year	109,894	110,370	22,404	-3,492	-3,490
Total assets	236,002	178,620	358,236	44,553	9,448
Property, plant and equipment	0	0	0	0	0
Total equity	232,144	122,416	11,986	-10,424	-7,033
Current ratio (%)	6,106	318	103	81	63
Return on equity (ROE) (%)	62	164	2,870	40	107
Solvency ratio (%)	98	69	3	-23	-59

Definitions of key ratios:

Current ratio (%):

$(\text{Current assets} \times 100) / (\text{Current liabilities})$

Return on equity (%):

$(\text{Profit/loss after tax} \times 100) / (\text{Average equity})$

Solvency ratio (%):

$(\text{Equity, year-end} \times 100) / (\text{Total equity and liabilities, year-end})$

Better Energy Poland Holding A/S

Income statement

	Note	2023 DKK	2022 DKK
Gross profit		-81,426	-84,086
Operating profit		-81,426	-84,086
Income from investments in group enterprises and associates		99,111,358	110,921,354
Financial income	1	24,847,620	12,549,103
Financial expenses	2	-10,911,360	-13,222,666
Profit from ordinary activities before tax		112,966,192	110,163,705
Tax on profit for the year	3	-3,072,308	206,391
Profit		109,893,884	110,370,096

Better Energy Poland Holding A/S

Balance sheet as of 31 December

	Note	2023 DKK	2022 DKK
Assets			
Investments in group enterprises	5, 6	452,611	0
Investments		452,611	0
Fixed assets			
		452,611	0
Receivables from group enterprises		179,096,786	76,232,946
Current tax receivables from group enterprises		671,279	539,199
Other receivables		53,062,051	101,543,583
Receivables		232,830,116	178,315,728
Cash and cash equivalents		2,719,179	304,352
Current assets		235,549,295	178,620,080
Assets		236,001,906	178,620,080

Better Energy Poland Holding A/S

Balance sheet as of 31 December

	Note	2023 DKK	2022 DKK
Liabilities and equity			
Contributed capital	7	568,182	568,182
Retained earnings		231,575,948	121,848,137
Equity		232,144,130	122,416,319
Trade payables		100,375	8,500
Payables to group enterprises		75,000	55,369,352
Tax payables		3,048,063	0
Other payables		634,338	825,909
Short-term liabilities other than provisions		3,857,776	56,203,761
Liabilities other than provisions		3,857,776	56,203,761
Equity and liabilities		236,001,906	178,620,080
Significant events occurring after end of reporting period	8		
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Better Energy Poland Holding A/S

Statement of changes in equity

	Contributed capital	Reserve for unpaid contributed capital	Retained earnings	Total
Equity 1 January 2023	568,182	0	121,848,137	122,416,319
Currency adjustment	0	-166,073	0	-166,073
Equity transfers to reserves	0	3,480,835	-3,480,835	0
Profit (loss)	0	-3,314,762	113,208,646	109,893,884
Equity 31 December 2023	568,182	0	231,575,948	232,144,130

The company was established on 11 September 2017 with a contributed capital of DKK 500,000. On 24 May 2018 the contributed capital was increased by DKK 68,182 to a total of DKK 568,182.

Notes

	2023	2022
	DKK	DKK
1. Financial income		
Financial income from group enterprises	5,536,687	4,526,149
Other financial income	140,603	3,179,480
Exchange rate gains	19,170,330	4,843,474
	24,847,620	12,549,103
	2023	2022
	DKK	DKK
2. Financial expenses		
Financial expenses from group enterprises	392,364	6,681,022
Other financial expenses	605,453	9,517
Exchange rate losses	9,913,543	6,532,127
	10,911,360	13,222,666
	2023	2022
	DKK	DKK
3. Tax on profit for the year		
Current tax for the year	3,048,063	-166,682
Withholding tax	24,246	0
Adjustment of corporation tax, previous years	-1	-39,709
	3,072,308	-206,391
4. Distribution of profit		
Retained earnings	109,893,884	110,370,096
	109,893,884	110,370,096
	2023	2022
	DKK	DKK
5. Investments in group enterprises		
Cost at the beginning of the year	624,548	659,103
Additions for the year	0	31,970
Disposals for the year	-34,331	-66,525
Cost at the end of the year	590,217	624,548
Revaluations at the beginning of the year	-624,548	-659,103
Share of profit for the year	-3,314,762	-1,876,399
Change due to a foreign currency translation adjustment	-166,073	60,541
Investments with negative equity value depreciated over receivables	1,819,134	69,186
Reversal of revaluations of disposed assets	2,148,643	1,732,834
Other adjustments	0	48,393
Revaluations at the end of the year	-137,606	-624,548
Carrying amount at the end of the year	452,611	0

Notes

6. Disclosure of investments in group enterprises

Group enterprises

Name	Registered office	Share held in %
Better Energy Poland Development A/S	Frederiksberg C, Denmark	100.00
Better Energy Solar Development sp. z.o.o.	Gdansk, Poland	100.00
Better Energy Kleczew sp. z.o.o.	Gdansk, Poland	100.00
Better Energy Solar Park 214 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy Solar Park 216 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 220 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 221 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 222 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 223 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 224 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 225 sp. z.o.o.	Gdansk, Poland	100.00
Better Energy solar Park 226 sp. z.o.o.	Gdansk, Poland	100.00

7. Share capital

Analysis of the share capital:

No. of shares	Nominal value DKK	2023 DKK	2022 DKK
568,182	1	568,182	568,182
		568,182	568,182

Each share carries one voting right

8. Significant events occurring after end of reporting period

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

9. Contingent liabilities

The company participates in a Danish joint taxation arrangement where Better Energy Holding A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the company is therefore liable for income taxes etc. for the jointly taxed entities, and 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.

Better Energy Poland Holding A/S has guaranteed group enterprises' debt to Proventus Capital Partners Transition Partner Fund AB, Proventus Capital Partners V A AB, Proventus Capital Partners V B AB, Proventus Capital Partners V C AB and Proventus Capital Partners V D AB. The guarantee amounts to EUR 163.0 million as of 31 December 2023.

10. Group relations

Name and registered office of the parent company preparing consolidated statements for the smallest group: Better Energy Holding A/S, Business Registration No. 31865883, Frederiksberg.

Notes

11. Related parties

The group solely discloses related party transactions that have not been carried out on an arm's length basis, cf. section 98c(7) of the Danish Financial Statements Act.

All transactions have been carried out on an arm's length basis.

12. Staff costs

Average number of employees

	2023	2022
	DKK	DKK
	0	0

Better Energy Poland Holding A/S

Accounting policies

Reporting class

The Annual Report of Better Energy Poland Holding A/S for 2023 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The Company has decided not to include an cash flow statement due to Danish Financial Statements Act §86, 4.

The accounting policies applied remain unchanged from last year.

Consolidated Financial Statements

With reference to § 112 of the Danish Financial Statements Act, no Consolidated Financial Statement have been prepared because the Group enterprises are subsidiaries of a higher-ranking group.

Reporting currency

The annual report is presented in Danish kroner (DKK).

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 company, and the value of the assets can be measured reliably.

Liabilities are recognised in the balance sheet when the company 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 company, and the value of the liabilities can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is affected 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 one 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.

Income statement

Gross profit/loss

The company has decided to aggregate certain items of the income statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Gross profit or loss comprises other external expenses.

Other external expenses

Other external expenses include expenses for administration.

Accounting policies

Income from investments in group enterprises and associates

The items 'Income from investments in group enterprises and associates' in the income statement include the proportionate share of the profit or loss for the year and amortisation of goodwill on consolidation. Internal profits/losses are eliminated in full for subsidiaries and proportionately for associates.

Financial income

Financial income comprises interest income, including interest income on receivables from group enterprises, amortisation of financial assets, payables and transactions in foreign currencies, fair value adjustments of financial interests as well as tax relief under the Danish Tax Prepayment Scheme etc.

Financial expenses

Financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, amortisation of financial liabilities, payables and transactions in foreign currencies, fair value adjustments of financial interests as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit 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 company is jointly taxed with all Danish group entities. 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

Equity investments in group enterprises and associates

Enterprises in which the company, directly or indirectly, holds more than 50% of the voting rights and exercises controlling influence are regarded as subsidiaries. Enterprises in which the company, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling, influence are regarded as associates.

Investments in subsidiaries and associates 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.

Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the company 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 subsidiaries and associates is transferred to reserve for net revaluation according to the equity method under equity.

Investments in subsidiaries and associates are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Impairment of accounts receivables past due is established on individual assessment of receivables.

Other receivables

Other receivables comprise non-financial assets, which are measured at cost.

Accounting policies

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

Equity

Proposed dividends

Proposed dividends for the year are recognised as a separate item under equity. Proposed dividends are recognised as a liability when approved by the Annual General Meeting.

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the balance sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

Liabilities

Financial liabilities are recognised initially at the proceeds received net of transaction expenses incurred. In subsequent periods, financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest method, so that the difference between the proceeds and the nominal value is recognised in the Income Statement over the life of the financial instrument.

Other liabilities, comprising deposits, trade payables and other accounts payable, are measured at amortised cost, which usually corresponds to the nominal value.

Other payables

Other payables comprise non-financial liabilities, which are measured at cost.

Off-balance sheet items

Contingent liabilities comprise obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not fully within the control of the company; or present obligations that arise from past events but are not recognised because the outflow of resources embodying economic benefits will probably not be required to settle the obligation or because the amount of the obligation cannot be measured with sufficient reliability. Lease commitments are measured at the nominal value of the remaining lease payments.