

Gefion Group Holdco ApS

Østergade 1, 1.
1100 Copenhagen
CVR No. 39312794

Annual report 2019

The Annual General Meeting adopted the
annual report on 28.05.2020

Jacob Kruse Rasmussen

Chairman of the General Meeting

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Entity details

Entity

Gefion Group Holdco ApS

Østergade 1, 1.

1100 Copenhagen

CVR No.: 39312794

Registered office: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

Executive Board

Thomas Færch, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Executive Board have today considered and approved the annual report of Gefion Group Holdco ApS for the financial year 01.01.2019 - 31.12.2019.

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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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.

Copenhagen, 28.05.2020

Executive Board

Thomas Færch
CEO

Independent auditor's report

To the shareholders of Gefion Group Holdco ApS

Opinion

We have audited the financial statements of Gefion Group Holdco ApS for the financial year 01.01.2019 - 31.12.2019, 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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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.

Copenhagen, 28.05.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Lars Andersen

State Authorised Public Accountant
Identification No (MNE) mne27762

Management commentary

Primary activities

The principal activities of the company are commerce with real estate or real estate companies and related activities.

Development in activities and finances

The result from ordinary activities after tax is a profit of DKK 60,939,590, compared to a loss of DKK 36,015,282 last year. The management consider the results as satisfactory.

All subsidiaries are measured at cost price and therefore the underlying value creation in the Company's subsidiaries will not be reflected before the projects are disposed of.

Events after the balance sheet date

No events have occurred after the balance sheet date which would influence the evaluation of the annual report. The outbreak and the spreading of the COVID-19 disease in early 2020 have not had and are not expected to have any material impact on the Entity's financial position.

Income statement for 2019

	Notes	2019 DKK	2018 DKK
Gross profit/loss		(947,897)	(775,327)
Income from investments in group enterprises		59,500,000	0
Other financial income	1	56,002,415	13,485,029
Other financial expenses	2	(60,804,950)	(51,235,061)
Profit/loss before tax		53,749,568	(38,525,359)
Tax on profit/loss for the year	3	7,190,022	2,510,077
Profit/loss for the year		60,939,590	(36,015,282)
Proposed distribution of profit and loss			
Retained earnings		60,939,590	(36,015,282)
Proposed distribution of profit and loss		60,939,590	(36,015,282)

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Investments in group enterprises		60,722,722	29,101,590
Other investments		3,220,000	0
Deferred tax		7,601,881	2,510,077
Other financial assets	4	71,544,603	31,611,667
Fixed assets		71,544,603	31,611,667
Receivables from group enterprises		280,603,835	196,146,707
Joint taxation contribution receivable		452,043	0
Receivables		281,055,878	196,146,707
Other investments		0	1,643
Other investments		0	1,643
Cash	5	54,933,350	14,160,511
Current assets		335,989,228	210,308,861
Assets		407,533,831	241,920,528

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital		500,000	500,000
Share premium		0	1,000
Retained earnings		84,453,968	(8,057,754)
Equity		84,953,968	(7,556,754)
Loans raised by the issuance of bonds		292,584,954	245,274,542
Non-current liabilities other than provisions	6	292,584,954	245,274,542
Trade payables		29,630	130,936
Payables to group enterprises		18,674,853	300,000
Other payables		11,290,426	3,771,804
Current liabilities other than provisions		29,994,909	4,202,740
Liabilities other than provisions		322,579,863	249,477,282
Equity and liabilities		407,533,831	241,920,528
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Statement of changes in equity for 2019

	Contributed capital DKK	Share premium DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500,000	1,000	(8,057,754)	(7,556,754)
Group contributions etc	0	0	31,571,132	31,571,132
Transfer to reserves	0	(1,000)	1,000	0
Profit/loss for the year	0	0	60,939,590	60,939,590
Equity end of year	500,000	0	84,453,968	84,953,968

Notes

1 Other financial income

	2019	2018
	DKK	DKK
Financial income from group enterprises	48,690,875	5,861,202
Exchange rate adjustments	7,311,540	7,623,827
	56,002,415	13,485,029

2 Other financial expenses

	2019	2018
	DKK	DKK
Financial expenses from group enterprises	16,085,157	0
Other interest expenses	30,072,758	30,294,722
Exchange rate adjustments	6,121,090	758,954
Other financial expenses	8,525,945	20,181,385
	60,804,950	51,235,061

3 Tax on profit/loss for the year

	2019	2018
	DKK	DKK
Current tax	(452,043)	0
Change in deferred tax	(5,091,804)	(2,510,077)
Adjustment concerning previous years	(1,646,175)	0
	(7,190,022)	(2,510,077)

4 Financial assets

	Investments in group enterprises	Other investments	Deferred tax
	DKK	DKK	DKK
Cost beginning of year	29,101,590	0	2,510,077
Additions	31,621,132	3,220,000	5,091,804
Cost end of year	60,722,722	3,220,000	7,601,881
Carrying amount end of year	60,722,722	3,220,000	7,601,881

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
Rødovre Port Holding A/S	Copenhagen	A/S	100,0
GG AMS Holding 1 ApS	Copenhagen	ApS	100,0
GG Engvej 155 Holding 1 ApS	Copenhagen	ApS	100,0
HKP 1A Holding ApS	Copenhagen	ApS	100,0
Niels Juels Gade 9-13 Holding 1 ApS	Copenhagen	ApS	100,0
STIK 100 & 106 Holding ApS	Copenhagen	ApS	100,0
GG Development 20 A/S	Copenhagen	A/S	100,0
Oliebladsgade Holding 1 ApS	Copenhagen	ApS	100,0
Telegrafvej 5A Holding 1 ApS	Copenhagen	ApS	100,0
Kanalgaden 3 Holding 1 ApS	Copenhagen	ApS	100,0
Rødovre Komplementar ApS	Copenhagen	ApS	100,0

5 Cash

Cash includes DKK 15,380,424, where the use is restricted to specific purposes, such as interest payments, project development or construction or pledged as security.

6 Non-current liabilities other than provisions

	Due after more than 12 months 2019 DKK
Loans raised by the issuance of bonds	292,584,954
	292,584,954

7 Working conditions

Average number of employees

0

8 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Gefion Group A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity 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.

9 Assets charged and collateral

As security for bond debt totalling DKK 318,589,230, the company has pledged equity investments group enterprises with a book value of DKK 60,722,722 at 31 December 2019.

10 Related parties with controlling interest

Gefion Group A/S, Copenhagen owns 100 pct. of the shares in the company, and therefore possesses controlling interest in the company.

11 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Gefion Group A/S, Copenhagen

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 certain 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 section section 112 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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Income from investments in group enterprises

Alternativ 2: Income from investments in group enterprises comprises dividends etc received from the individual group enterprises in the financial year.

Other financial income

Other financial income comprises interest income including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

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 group enterprises. 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 measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Other investments

Other investments comprise investments measured at the lower of cost and net realisable value.

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.

Receivables

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

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 investments

Other current asset investments comprise listed securities measured at fair value (market price) at the balance sheet date.

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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