

Gefion Group Holdco ApS

Østergade 1, 1.
1100 Copenhagen
CVR No. 39312794

Annual report 2021

The Annual General Meeting adopted the
annual report on 29.04.2022

Jacob Kruse Rasmussen

Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2021	8
Balance sheet at 31.12.2021	9
Statement of changes in equity for 2021	11
Notes	12
Accounting policies	14

Entity details

Entity

Gefion Group Holdco ApS

Østergade 1, 1.

1100 Copenhagen

Business Registration No.: 39312794

Registered office: Copenhagen

Financial year: 01.01.2021 - 31.12.2021

Executive Board

Thomas Færch, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of Gefion Group Holdco ApS for the financial year 01.01.2021 - 31.12.2021.

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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 29.04.2022

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 01.01.2021 - 31.12.2021, 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 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021 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 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.
- 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, 29.04.2022

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 loss of DKK 46,659,458 compared to a loss of DKK 45,138,625 last year. Management consider the result as expected.

Investments in group enterprises are measured at historical cost price. The book value 31 December 2021 of the investments amounts to a three-digit amount in DKK millions and dividends are expected to be declared and paid out during 2022 well before the redemption of the bond debt which will take place no later than November 2022.

The company has lost more than half of the contributed capital and is therefore subject to the Danish Companies Act, section 119. The company expects to restore the capital through future earnings.

Events after the balance sheet date

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

Income statement for 2021

	Notes	2021 DKK	2020 DKK
Gross profit/loss		(318,263)	(1,026,371)
Income from investments in group enterprises		(993,903)	5,800,000
Income from financial assets		0	130,351
Other financial income	1	36,934,972	34,515,285
Impairment losses on financial assets	2	(27,900,000)	(41,800,000)
Other financial expenses	3	(58,852,369)	(45,229,005)
Profit/loss before tax		(51,129,563)	(47,609,740)
Tax on profit/loss for the year	4	4,470,105	2,471,115
Profit/loss for the year		(46,659,458)	(45,138,625)
Proposed distribution of profit and loss			
Retained earnings		(46,659,458)	(45,138,625)
Proposed distribution of profit and loss		(46,659,458)	(45,138,625)

Balance sheet at 31.12.2021

Assets

	Notes	2021 DKK	2020 DKK
Investments in group enterprises		61,222,722	60,712,722
Other investments		0	4,336,090
Deferred tax		4,758,738	9,303,528
Financial assets	5	65,981,460	74,352,340
Fixed assets		65,981,460	74,352,340
Receivables from group enterprises		376,031,964	280,030,740
Other receivables		20,906,533	3,409,724
Joint taxation contribution receivable		8,984,648	778,555
Receivables		405,923,145	284,219,019
Cash	6	45,803,518	18,259,578
Current assets		451,726,663	302,478,597
Assets		517,708,123	376,830,937

Equity and liabilities

	Notes	2021 DKK	2020 DKK
Contributed capital		500,000	500,000
Retained earnings		(37,344,115)	9,315,343
Equity		(36,844,115)	9,815,343
Loans raised by the issuance of bonds		0	335,643,898
Non-current liabilities other than provisions		0	335,643,898
Loans raised by the issuance of bonds		350,768,599	0
Trade payables		8,126	276,021
Payables to group enterprises		203,732,387	31,043,877
Other payables		43,126	51,798
Current liabilities other than provisions		554,552,238	31,371,696
Liabilities other than provisions		554,552,238	367,015,594
Equity and liabilities		517,708,123	376,830,937
Employees	7		
Contingent liabilities	8		
Assets charged and collateral	9		
Related parties with controlling interest	10		
Group relations	11		

Statement of changes in equity for 2021

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500,000	9,315,343	9,815,343
Profit/loss for the year	0	(46,659,458)	(46,659,458)
Equity end of year	500,000	(37,344,115)	(36,844,115)

Notes

1 Other financial income

	2021	2020
	DKK	DKK
Financial income from group enterprises	34,435,034	29,986,367
Other interest income	54,400	418,669
Exchange rate adjustments	2,445,538	4,110,249
	36,934,972	34,515,285

2 Impairment losses on financial assets

The amount consists of writedowns on receivables from group enterprises.

3 Other financial expenses

	2021	2020
	DKK	DKK
Financial expenses from group enterprises	7,364,189	10,975,206
Other interest expenses	40,495,079	26,351,609
Exchange rate adjustments	5,545,172	0
Other financial expenses	5,447,929	7,902,190
	58,852,369	45,229,005

4 Tax on profit/loss for the year

	2021	2020
	DKK	DKK
Change in deferred tax	4,514,543	(1,701,647)
Refund in joint taxation arrangement	(8,984,648)	(769,468)
	(4,470,105)	(2,471,115)

5 Financial assets

	Investments in group enterprises	Other investments	Deferred tax
	DKK	DKK	DKK
Cost beginning of year	60,712,722	4,336,090	9,303,528
Transfers	0	0	(30,247)
Additions	510,000	0	0
Disposals	0	(4,336,090)	(4,514,543)
Cost end of year	61,222,722	0	4,758,738
Carrying amount end of year	61,222,722	0	4,758,738

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
Rødovre Port Holding A/S	Copenhagen	A/S	100.00
GG AMS Holding 1 ApS	Copenhagen	ApS	100.00
GG Engvej 155 Holding 1 ApS	Copenhagen	ApS	100.00
HKP 1A Holding ApS	Copenhagen	ApS	100.00
Niels Juels Gade 9-13 Holding 1 ApS	Copenhagen	ApS	100.00
STIK 100 & 106 Holding ApS	Copenhagen	ApS	100.00
Kanalgaden 3 Holding 1 A/S	Copenhagen	A/S	100.00
Oliebladsgade Holding 1 ApS	Copenhagen	ApS	100.00
Telegrafvej 5A Holding 1 ApS	Copenhagen	ApS	100.00
GG KBV Holding A/S	Copenhagen	A/S	100.00
MBVH Holding ApS	Copenhagen	ApS	100.00
GG Horneby Holding A/S	Copenhagen	A/S	100.00

6 Cash

Cash includes DKK 45,803,518, where the use is restricted to specific purposes, such as interest payments, project development or construction or pledged as security.

7 Employees

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 350,768,599 the company has pledged equity investments in group enterprises with a book value of DKK 61,222,722 at 31 December 2021 (2020: DKK 60,712,722).

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, CVR 37042560, 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 a few 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(2) 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

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

Income from other fixed asset investments

Income from other fixed asset investments comprises gains in the form of sales of fixed asset investments which are not investments in group enterprises or associates.

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.

Impairment losses on financial assets

Impairment losses on financial assets comprise impairment losses on financial assets which are not measured at fair value on a current basis.

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.

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.