

2023

Annual report for 2023

NGF Partnership K/S

C/O Kromann Reumert, Sundkrogsgade 5, 2100 København Ø

CVR no. 39 37 69 89

Adopted at the annual
general meeting on
11 April 2024

Kim Kragelund
chairman

**nature
energy**

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Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of NGF Partnership K/S for the financial year 1 January - 31 December 2023.

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 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

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

Hellerup, 11 April 2024

Executive board

Ole Hvelplund
CEO

Board of Directors

Jesper Teddy Lok
chairman

Steen Parsholt
deputy chairman

Sam Abboud

Terrence Majid Tehranian

Daniel Johannes Michael Böhm

Torbjørn Lange

Tanja Jo Dalgaard

Independent auditor's report

To the Shareholder of NGF Partnership K/S

Auditors' Report on the Financial Statements

Opinion

We have audited the financial statements of NGF Partnership K/S for the financial year 1 January - 31 December 2023, 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 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023 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.

Independent auditor's report

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 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.

Reporting obligations under section 7(2) of the Danish Executive Order on Approved Auditors' Reports

Non-compliance with the Danish Tax at Source Act in respect of A tax

Due to human error the Company has in relation to two individual bonus payments not reported taxable income and withheld income tax (A Tax), why Management may incur liability. When the error was discovered, the Company has subsequently reported and checked that correct income tax (A Tax) has been paid from the recipients to the Danish Tax Authorities.

Independent auditor's report

Hellerup, 11 April 2024

PricewaterhouseCoopers
statsautoriseret revisionspartnerselskab
CVR no. 33 77 12 31

Mads Melgaard
State Authorised Accountant
MNE no. mne34354

Claus Damhave
statsautoriseret revisor
MNE no. mne34166

Company details

The company

NGF Partnership K/S
C/O Kromann Reumert
Sundkrogsgade 5
2100 København Ø

CVR no.: 39 37 69 89

Reporting period: 1 January - 31 December 2023

Domicile: Copenhagen

Supervisory board

Jesper Teddy Lok, chairman
Steen Parsholt, deputy chairman
Sam Abboud
Terrence Majid Tehranian
Daniel Johannes Michael Böhm
Torbjørn Lange
Tanja Jo Dalgaard

Executive board

Ole Hvelplund

Auditors

PricewaterhouseCoopers
statsautoriseret revisionspartnerselskab
Strandvejen 44
2900 Hellerup

Bankers

Danske Bank

Income statement 1 January - 31 December

	Note	2023 TDKK	2022 TDKK
Gross profit		-664	-48,296
Staff costs	2	<u>-101,491</u>	<u>-52,564</u>
Profit/loss before amortisation/depreciation and impairment losses		-102,155	-100,860
Income from investments in subsidiaries	3	10,975,536	-247,781
Financial income		199	26
Financial costs	4	<u>-860</u>	<u>-1,712</u>
Profit/loss before tax		10,872,720	-350,327
Tax on profit/loss for the year		<u>0</u>	<u>0</u>
Profit/loss for the year		<u>10,872,720</u>	<u>-350,327</u>
Distribution of profit	5		

Balance sheet 31 December

	<u>Note</u>	<u>2023</u> TDKK	<u>2022</u> TDKK
Assets			
Investments in subsidiaries	6	<u>0</u>	<u>778,841</u>
Fixed asset investments		<u>0</u>	<u>778,841</u>
Total non-current assets		<u>0</u>	<u>778,841</u>
Other receivables		<u>45</u>	<u>0</u>
Receivables		<u>45</u>	<u>0</u>
Cash at bank and in hand		<u>19,950</u>	<u>695</u>
Total current assets		<u>19,995</u>	<u>695</u>
Total assets		<u><u>19,995</u></u>	<u><u>779,536</u></u>

Balance sheet 31 December

	<u>Note</u>	<u>2023</u> TDKK	<u>2022</u> TDKK
Equity and liabilities			
Other statutory reserves		0	-1,053
Retained earnings		<u>19,367</u>	<u>675,933</u>
Equity		<u>19,367</u>	<u>674,880</u>
Trade payables		444	42,989
Payables to group enterprises		0	30,231
Other payables		<u>184</u>	<u>31,436</u>
Total current liabilities		<u>628</u>	<u>104,656</u>
Total liabilities		<u>628</u>	<u>104,656</u>
Total equity and liabilities		<u><u>19,995</u></u>	<u><u>779,536</u></u>
Main activity	1		
Special items	3		
Rent and lease liabilities	7		
Contingent liabilities	8		

Statement of changes in equity

	Reserve for net revaluation under the equity method	Foreign currency translation reserve	Retained earnings	Proposed extraordinary dividend	Total
Equity at 1 January 2023	0	-1,053	675,932	0	674,879
Exchange adjustments	0	-33	0	0	-33
Extraordinary dividend paid	0	0	0	-11,529,435	-11,529,435
Other equity movements	1,236	0	0	0	1,236
Net profit/loss for the year	-1,236	1,086	-656,565	11,529,435	10,872,720
Equity at 31 December 2023	0	0	19,367	0	19,367

Notes

1 Main activity

The companies main activity is to invest in projects and other companies.

	<u>2023</u> TDKK	<u>2022</u> TDKK
2 Staff costs		
Wages and salaries	100,393	47,333
Pensions	908	4,880
Other social security costs	174	351
Other staff costs	<u>16</u>	<u>0</u>
	<u>101,491</u>	<u>52,564</u>
Number of fulltime employees on average	<u>5</u>	<u>57</u>

Employees have been transferred to Nature Energy Biogas A/S as part of the divestment.

3 Special items

Income from investments in subsidiaries

Gains from divestment included within Income in investments in subsidiaries	<u>10,989,263</u>	<u>0</u>
	<u>10,989,263</u>	<u>0</u>

On 26 November 2022, NGF Partnership K/S accepted a purchase offer from Shell Petroleum N.V. Following regulatory closing took place in February 2023, which means that the ownership of NGF Denmark Holding ApS and its subsidiaries was transferred as of 20 February 2023.

4 Financial costs

Financial expenses, group entities	0	1,444
Other financial costs	<u>860</u>	<u>268</u>
	<u>860</u>	<u>1,712</u>

Notes

	2023 TDKK	2022 TDKK
5 Distribution of profit		
Extraordinary dividend for the year	11,529,435	0
Reserve for net revaluation under the equity method	-1,236	-237,005
Transferred to/from reserve fund	1,086	0
Retained earnings	-656,565	-113,322
	10,872,720	-350,327
6 Investments in subsidiaries		
Cost at 1 January 2023	790,670	792,026
Disposals for the year	-790,670	-1,356
Cost at 31 December 2023	0	790,670
Revaluations at 1 January 2023	-11,829	236,698
Disposals for the year	24,353	0
Exchange adjustment	-33	-1,053
Net profit/loss for the year	-13,727	-247,781
Other equity movements, net	1,236	307
Revaluations at 31 December 2023	0	-11,829
Carrying amount at 31 December 2023	0	778,841
7 Rent and lease liabilities		
Operating lease liabilities.		
Total future lease payments:		
Within 1 year	0	1,015
Between 1 and 5 years	0	872
After 5 years	0	0
	0	1,887
8 Contingent liabilities		
There are no contingent liabilities as of 31 December 2023.		

Accounting policies

The annual report of NGF Partnership K/S for 2023 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 2023 is presented in TDKK.

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.

Assets and liabilities are measured at cost. Subsequently assets and liabilities are measured as described below for each individual accounting item.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

Revenue

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Income from services, comprising service contracts and extended warranties relating to products and contracts sold is recognised on a straight-line basis as the services are provided.

Accounting policies

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Financial income and expenses

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

Income from investments in subsidiaries, associates and participating interests

The proportionate share of the profit/loss for the year of subsidiaries is recognised in the company's income statement after full elimination of intra-group profits/losses.

Tax on profit/loss for the year

The Parent Company is not an independent tax subject, consequently no tax has been included in the annual report.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus or less any remaining value of positive or negative goodwill stated according to the purchase method.

Investments in subsidiaries are measured using the equity method.

Investments in subsidiaries with a negative net asset value are measured at DKK 0, and the carrying amount of any receivables from these entities is reduced to the extent that they are considered irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the receivable, the balance is recognised under provisions.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debt. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

Accounting policies

Special items

Special items 2023 relate to gains from divestment included within Income from Investments in subsidiaries.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

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.