

P-Holding RelyOn Nutec A/S

Kalvebod Brygge 45, 3.

1560 København V

CVR no. 39 44 54 41

Annual report for 01.01.2022 - 31.12.2022

This annual report has been adopted at the annual general meeting on 29th June, 2023

Birgitte Poulsen

Chairman of general meeting

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Company information

The company

P-Holding RelyOn Nutec A/S

Kalvebod Brygge 45,3

DK – 1560 København V

Tel.: 76 12 13 14

Registered office: Copenhagen

CVR no.: 39 44 54 41

Financial year: 01.01.2022-31.12.2022

Executive Board

Henrik Bonnerup

Board of Directors

Allan Bach Pedersen

Jan Johan Kühl

Henrik Bonnerup

Auditors

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44

DK – 2900 Hellerup

Statement by the Executive Board and Board of Directors on the annual report

We have on this day presented the annual report for the financial year 1 January 2022 – 31 December 2022 for P-Holding RelyOn Nutec A/S.

The annual report is presented in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.2022 and of the results of the company's activities for the financial year 1 January 2022 – 31 December 2022.

The annual report is submitted for adoption by the general meeting.

Copenhagen, 29th June , 2023.

Executive Board

Henrik Bonnerup

Board of Directors

Allan Bach Pedersen
Chairman

Jan Johan Kühl

Henrik Bonnerup

Independent auditor's report

To the shareholder of P-Holding RelyOn Nutec A/S

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022, and of the results of the Company's operations for the financial year 1 January 2022 – 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial statements of P-Holding RelyOn Nutec A/S for the financial year 1 January 2022 – 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

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' 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.

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, in our view, 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 in Management's Review.

Management's responsibility 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 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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.

Hellerup, 29th June, 2023
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Thomas Wraae Holm
State Authorized Public Accountant
mne 30141

Allan Knudsen
State Authorized Public Accountant
mne 29465

Management review

Primary activities

The company's purpose is to be a holding company for companies in Denmark and abroad that are employed in trade, industry and production.

Development in activities and financial matters

P-Holding RelyOn Nutec A/S income statement of the financial year 01.01.2022 - 31.12.2022, shows a result of DKKt -2,403. The balance sheet at 31.12.2022 shows a balance sheet total of DKKt 477,239, and equity of DKKt 342,558.

Subsequent events

The refinancing of the existing bond and RCF facilities in Bidco RelyOn Nutec A/S was initiated in April. In May the re-financing was concluded following a bookbuilding process, successfully placed EURm 80 of senior secured sustainability-linked floating rate bonds. The total framework is EURm 125. Further, Pareto Bank has committed a EURm 10 RCF facility that will be undrawn on day one.

For further details please refer <https://relyonnutec.com/about/investor/> for further details

Based on the above management assessed that the capital resources are sufficient.

No other important events have occurred after the end of the financial year.

Income statement

DKK '000	Notes	2022	2021
Gross profit / loss		-279	-51
Financial Income	3	5,219	3,251
Financial Expenses	4	-8,213	-5,064
Profit / loss before tax		-3,273	-1,864
Tax on profit / loss for the year		870	0
Profit / loss for the year		-2,403	-1,864

Proposed distribution of profit

Retained earnings		-2,403	-1,864
Total		-2,403	-1,864

Balance sheet

DKK '000	Notes	2022	2021
Assets			
Equity investments in group enterprises	5	375,878	375,878
Receivables from group enterprises		100,023	34,809
Total financial fixed assets		475,901	410,687
Total non-current assets		475,901	410,687
Receivables from group enterprises		870	205
Total receivables		870	205
Cash in bank and in hand		469	570
Total current assets		1,339	775
Total assets		477,239	411,462

DKK '000	Notes	2022	2021
<u>Equity and liabilities</u>			
Share capital	6	3,300	3,297
Retained earnings		339,258	342,599
Total equity		342,558	345,896
Payables to group enterprises		130,703	65,419
Convertible instruments of debts		3,341	0
Total non-current payables		134,044	65,419
Trade payables to group enterprises		294	0
Trade payables		310	85
Other payables		33	62
Total current payables		637	147
Total liabilities		134,681	65,566
Total equity and liabilities		477,239	411,462

1. Subsequent events
2. Staff costs
6. Contingent liabilities
7. Related parties
8. Accounting policies

Statement of changes in equity

	Share capital	Retained earnings	Total equity
DKK '000			
Balance at 1 January 2021	3,297	344,463	347,760
Net profit/loss for the year	0	-1,864	-1,864
Balance at 31 December 2021	3,297	342,599	345,896
Balance at 1 January 2022	3,297	342,599	345,896
Capital increase	3	267	270
Issuing of Warrants	0	30	30
Purchase of Warrants	0	-2,734	-2,734
Sale of warrants	0	1,499	1,499
Net profit/loss for the year	0	-2,403	-2,403
Balance at 31 December 2022	3,300	339,258	342,558

Notes

1. Subsequent events

The refinancing of the existing bond and RCF facilities in Bidco RelyOn Nutec A/S was initiated in April. In May the re-financing was concluded following a bookbuilding process, successfully placed EURm 80 of senior secured sustainability-linked floating rate bonds. The total framework is EURm 125. Further, Pareto Bank has committed a EURm 10 RCF facility that will be undrawn on day one.

For further details please refer <https://relyonnutec.com/about/investor/> for further details

Based on the above management assessed that the capital resources are sufficient.

No other important events have occurred after the end of the financial year.

2. Staff costs

	2022	2021
Average number of employees	0	0

3. Financial income

DKK '000	2022	2021
Interest received from group enterprises	5,219	3,251
Total	5,219	3,251

4. Financial expenses

DKK '000	2022	2021
Interest paid to group enterprises	8,182	3,251
Exchange rate losses	17	0
Other financial expenses	14	1,813
Total	8,213	5,064

5. Equity investments in group enterprises

DKK '000	Group enterprises	Total
Cost at 1 January 2022	375,878	375,878
Cost at 31 December 2022	375,878	375,878
Impairments at 31 December 2022	0	0
Carrying amount at 31 December 2022	375,878	375,878

Name and registered office**Ownership**

Bidco RelyOn Nutec A/S, Denmark

100%

6. Equity

The share capital consists of 329.988.959 share of a value of DKK 3.299.890. No shares carry any special rights.

The parent company P-Holding RelyOn Nutec A/S offered a share investment and a warrant programme to certain key employees. Under the programme, participants made a combined share and warrant investment in P-Holding RelyOn Nutec A/S. This Company holds all shares in Bidco RelyOn Nutec A/S and has no other activities. As of 31st December 2022, the outstanding number of shares amounts to 2.6% (2.8%) of the share capital in P-Holding RelyOn Nutec A/S and the outstanding number of warrants amounts to potential shares equal to 0.05% (0.05%) of the current share capital in P-Holding RelyOn Nutec A/S. Hereof, the Group Management holds shares of 0.0% (1.5%) and warrants of 0.0% (2.4%) and the Board of Directors holds shares of 0.0% (0.6%) and warrants of 0.0% (1%). The shares and warrants were acquired at fair value and consequently no cost is recognised.

During 2022, P-Holding RelyOn Nutec A/S reacquired shares and warrants due to participants leaving RelyOn Nutec. At 31st December 2022, P-Holding RelyOn Nutec A/S has own shares equal to 0.29% of the share capital.

The warrants are exercisable upon an exit event such as transfer of at least 50% of the share capital/voting rights or an initial public offering. If no such exit event takes place before 20th September 2023, the participants are entitled to exercise the warrants. The warrants are subject to customary leaver provisions.

As of December 31 2022, the settlement amount for all outstanding shares and warrants under the programme is approx. DKKm 3.2 (DKKm 3.4).

7. Contingent liabilities

The company is taxed jointly with the other Danish companies in the group (BidCo RelyOn Nutec A/S) and has joint, several and unlimited liability for income taxes and any obligations to withhold tax at source on interest, royalties and dividends for the jointly taxed companies. The liability also includes any subsequent corrections to the calculated tax liability as a consequence of changes made to the jointly taxable income etc.

8. Related parties**Controlling influence**

RelyOn Nutec Holding A/S

Basis of influence

Immediate parent

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Consolidated financial statements

The company is included in the consolidated report for the parent company: P-RelyOn Nutec 2018 A/S, Copenhagen V.

The group annual report of P-RelyOn Nutec 2018 A/S may be obtained at the following address:

BidCo RelyOn Nutec A/S

Kalvebod Brygge 45, 3.

DK – 1560 Copenhagen V.

9. Accounting policies

GENERAL

The Annual Report of P-Holding RelyOn Nutec A/S for 2022 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 remain unchanged from last year.

The financial statements for 2022 are presented in thousand DKK.

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of BidCo RelyOn Nutec A/S, the Company has not prepared consolidated financial statements.

Basis of recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

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

CURRENCY

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

INCOME STATEMENT

Gross result

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue and other external expenses.

Other external expenses

Other external expenses comprise expenses for premises, consultants, office expenses, etc.

Income from equity investments in group enterprises

Dividends from equity investments measured at cost are recognised as income in the financial year in which the dividend is declared.

Financial income and expenses

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

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

BALANCE SHEET

Equity investments in group enterprises

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, a write-down is made to this lower value.

The carrying amounts of equity investments in subsidiaries are reviewed on an annual basis to determine whether there is any indication of impairment.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If dividends are distributed on equity investments in subsidiaries exceeding the year's earnings from the enterprise in question, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

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 debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Other investments

Equity investments that are not classified as group enterprises, associates or participating interests and which are not traded in an active market are measured in the balance sheet at cost.

Cash

Cash includes deposits in bank accounts as well as operating cash.

Current and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Joint taxation contributions payable and receivable are recognised as income tax under receivables or payables in the balance sheet.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability. Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

Non-current payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Current payables are measured at amortised cost, normally corresponding to the nominal value of such payables.