
Capnor Connery BidCo A/S

c/o Conscia A/S Kirkebjerg Parkvej 9, 2, DK-2605 Brøndby

Annual Report for 1 October 2021 - 30 September 2022

CVR No. 39 45 28 63

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 8/12 2022

Jacob Bryde
Christensen
Chairman of the
general meeting



Contents

	<u>Page</u>
Management's Statement and Auditor's Report	
Management's statement	1
Independent Auditor's report	2
Management's Review	
Company information	4
Management's review	5
Financial Statements	
Income statement 1 October 2021 - 30 September 2022	6
Balance sheet 30 September 2022	7
Statement of changes in equity	9
Notes to the Financial Statements	10

Management's statement

The Executive Board and Board of Directors have today considered and adopted the Financial Statements of Capnor Connery BidCo A/S for the financial year 1 October 2021 - 30 September 2022.

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 financial position at 30 September 2022 of the Company and of the results of the Company operations for 2021/22.

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

We recommend that the Financial Statements be adopted at the Annual General Meeting.

Brøndby, 8 December 2022

Executive Board

Erik Gunnar Bertman
CEO

Board of Directors

Morten Marc Hübbe
Chairman

Peter Thorninger

Jess Ørgaard Libak Tropp

Emil André Schacher

Independent Auditor's report

To the shareholders of Capnor Connery BidCo A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 September 2022 and of the results of the Company's operations for the financial year 1 October 2021 - 30 September 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Capnor Connery BidCo A/S for the financial year 1 October 2021 - 30 September 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the 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 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 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.

Independent Auditor's report

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 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, 8 December 2022

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Rasmus Friis Jørgensen

State Authorised Public Accountant

mne28705

Thomas Baunkjær Andersen

State Authorised Public Accountant

mne35483

Company information

The Company	Capnor Connery BidCo A/S c/o Conscia A/S Kirkebjerg Parkvej 9, 2 DK-2605 Brøndby CVR No: 39 45 28 63 Financial period: 1 October 2021 - 30 September 2022 Incorporated: 3 April 2018 Financial year: 5th financial year Municipality of reg. office: Brøndby
Board of Directors	Morten Marc Hübbe, chairman Peter Thorninger Jess Ørgaard Libak Tropp Emil André Schacher
Executive board	Erik Gunnar Bertman
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

Management's review

Key activities

The principal activities of Capnor Connery BidCo A/S consist of owning capital shares in affiliated companies, including other related business, cf. the board's assessment.

Development in the year

The income statement of the Company for 2021/22 shows a loss of TDKK 121,053, and at 30 September 2022 the balance sheet of the Company shows positive equity of TDKK 1,388,362.

Uncertainty relating to recognition and measurement

There has been no uncertainty regarding recognition and measurement in the Annual Report.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income statement 1 October 2021 - 30 September 2022

	Note	2021/22 TDKK	2020/21 TDKK
Gross loss		-28,781	-1,473
Staff expenses	1	-17,145	-19,100
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment	2	-9,058	-4,156
Profit/loss before financial income and expenses		-54,984	-24,729
Income from investments in subsidiaries		0	40,000
Financial income	3	97,159	83,129
Financial expenses	4	-174,689	-173,843
Profit/loss before tax		-132,514	-75,443
Tax on profit/loss for the year	5	11,461	16,727
Net profit/loss for the year		-121,053	-58,716

Distribution of profit

	2021/22 TDKK	2020/21 TDKK
Proposed distribution of profit		
Retained earnings	-121,053	-58,716
	-121,053	-58,716

Balance sheet 30 September 2022

Assets

	Note	2021/22 TDKK	2020/21 TDKK
Acquired licenses		26,802	15,872
Intangible assets	6	26,802	15,872
Other fixtures and fittings, tools and equipment		831	1,152
Property, plant and equipment	7	831	1,152
Investments in subsidiaries	8	2,139,691	2,120,347
Deposits		0	54
Fixed asset investments		2,139,691	2,120,401
Fixed assets		2,167,324	2,137,425
Receivables from group enterprises		1,174,637	1,168,958
Other receivables		633	513
Deferred tax asset	9	4,966	4,461
Corporation tax receivable from group enterprises		23,710	16,202
Prepayments		2,981	2,826
Receivables		1,206,927	1,192,960
Cash at bank and in hand		441	53
Current assets		1,207,368	1,193,013
Assets		3,374,692	3,330,438

Balance sheet 30 September 2022

Liabilities and equity

	Note	2021/22 TDKK	2020/21 TDKK
Share capital		1,717	1,703
Share premium account		0	66,102
Retained earnings		1,386,645	1,422,265
Equity		1,388,362	1,490,070
Credit institutions		1,597,895	1,552,281
Long-term debt	10	1,597,895	1,552,281
Credit institutions	10	85,046	0
Trade payables		1,695	1,388
Payables to group enterprises		269,344	275,306
Other payables		32,350	11,393
Short-term debt		388,435	288,087
Debt		1,986,330	1,840,368
Liabilities and equity		3,374,692	3,330,438
Contingent assets, liabilities and other financial obligations	11		
Related parties	12		
Accounting Policies	13		

Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
	<u>TDKK</u>	<u>TDKK</u>	<u>TDKK</u>	<u>TDKK</u>
Equity at 1 October	1,703	66,102	1,422,265	1,490,070
Capital increase	14	19,331	0	19,345
Net profit/loss for the year	0	0	-121,053	-121,053
Transfer from share premium account	0	-85,433	85,433	0
Equity at 30 September	<u>1,717</u>	<u>0</u>	<u>1,386,645</u>	<u>1,388,362</u>

Notes to the Financial Statements

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
1. Staff Expenses		
Wages and salaries	15,318	17,732
Pensions	1,738	1,263
Other social security expenses	89	105
	<u>17,145</u>	<u>19,100</u>
Average number of employees	<u>19</u>	<u>14</u>

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
2. Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment		
Amortisation of intangible assets	8,622	4,030
Depreciation of property, plant and equipment	436	126
	<u>9,058</u>	<u>4,156</u>

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
3. Financial income		
Interest received from group enterprises	88,045	83,129
Exchange adjustments	9,114	0
	<u>97,159</u>	<u>83,129</u>

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
4. Financial expenses		
Interest paid to group enterprises	20,402	17,127
Other financial expenses	154,287	148,594
Exchange adjustments, expenses	0	8,122
	<u>174,689</u>	<u>173,843</u>

Notes to the Financial Statements

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
5. Income tax expense		
Current tax for the year	-10,343	-12,025
Deferred tax for the year	-505	577
Adjustment of tax concerning previous years	-613	-5,279
	<u>-11,461</u>	<u>-16,727</u>

6. Intangible fixed assets

	<u>Acquired licenses</u>
	TDKK
Cost at 1 October	21,218
Additions for the year	19,552
Cost at 30 September	<u>40,770</u>
Impairment losses and amortisation at 1 October	5,346
Amortisation for the year	8,622
Impairment losses and amortisation at 30 September	<u>13,968</u>
Carrying amount at 30 September	<u>26,802</u>
Amortised over	<u>3 years</u>

Notes to the Financial Statements

7. Property, plant and equipment

	Other fixtures and fittings, tools and equipment
	TDKK
Cost at 1 October	1,278
Additions for the year	115
Cost at 30 September	<u>1,393</u>
Impairment losses and depreciation at 1 October	126
Depreciation for the year	436
Impairment losses and depreciation at 30 September	<u>562</u>
Carrying amount at 30 September	<u>831</u>
Amortised over	<u>3-5 years</u>

	2021/22	2020/21
	TDKK	TDKK
8. Investments in subsidiaries		
Cost at 1 October	2,120,347	2,120,347
Additions for the year	19,344	0
Cost at 30 September	<u>2,139,691</u>	<u>2,120,347</u>
Carrying amount at 30 September	<u>2,139,691</u>	<u>2,120,347</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership
AX IV CON ApS	Denmark, Brøndby	3.386	100%

Notes to the Financial Statements

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
9. Deferred tax asset		
Deferred tax asset at 1 October	4,461	5,038
Amounts recognised in the income statement for the year	<u>505</u>	<u>-577</u>
Deferred tax asset at 30 September	<u>4,966</u>	<u>4,461</u>

The recognised tax asset comprises from differences between accounting and tax value of amortization costs, intangible assets and property, plants and equipment.

10. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2021/22</u>	<u>2020/21</u>
	TDKK	TDKK
Credit institutions		
After 5 years	0	0
Between 1 and 5 years	<u>1,597,895</u>	<u>1,552,281</u>
Long-term part	<u>1,597,895</u>	<u>1,552,281</u>
Within 1 year	<u>85,046</u>	<u>0</u>
Short-term part	<u>85,046</u>	<u>0</u>
	<u>1,682,941</u>	<u>1,552,281</u>

11. Contingent assets, liabilities and other financial obligations

Guarantee obligations

Capnor Connery Bidco A/S has provided a guarantee in Nykredit of mDKK 2.5 euros to DLL (De lage Landen) in the Netherlands.

Other contingent liabilities

The Company and its Danish subsidiaries are jointly taxed with the Danish companies of Capnor Connery Holdco A/S. The total amount of corporation tax payable is disclosed in the Annual Report of Capnor Connery HoldCo A/S, which is the management company of the joint taxation purposes. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty pay- ments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Notes to the Financial Statements

12. Related parties and disclosure of consolidated financial statements

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company of the largest and smallest group:

<u>Name</u>	<u>Place of registered office</u>
Capnor Connery HoldCo A/S (ultimate parent)	Brøndby, Denmark

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.

Notes to the Financial Statements

13. Accounting policies

The Annual Report of Capnor Connery BidCo A/S for 2021/22 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 2021/22 are presented in TDKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements for 2021/22 of Capnor Connery HoldCo A/S, the Company has not prepared consolidated financial statements.

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.

Income statement

Net sales

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise administration.

Gross loss

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.

Staff expenses

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. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Notes to the Financial Statements

Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

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 Capnor Connery HoldCo A/S. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Intangible fixed assets

Software are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 3 year.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	3-5 years
--	-----------

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

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

Notes to the Financial Statements

Other fixed asset investments

Other fixed asset investments consist of deposits.

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.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.