

Souciony Power ApS

co Neill Gordon Smith
Tietgensvej 17
3400 Hillerød

CVR no. 39 58 08 61

Annual report for 2018/19
(1st Financial year)

Adopted at the annual general meeting
on 8 April 2020

Neil Gordon Smith
chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of Souciony Power ApS for the financial year 9 May 2018 - 31 October 2019.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the company's financial position at 31 October 2019 and of the results of the company's operations for the financial year 9 May 2018 - 31 October 2019.

In my opinion, management's review includes a fair review of the matters dealt with in the management's review.

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

Hilerød, 31 March 2020

Executive board

Neil Gordon Smith

Independent auditor's report on extended review

To the shareholder of Souciony Power ApS

Opinion

We have performed extended review of the financial statements of Souciony Power ApS for the financial year 9 May 2018 - 31 October 2019, which comprise income statement, balance sheet, notes and summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

Based on the performed work it is our opinion, that the financial statements give a true and fair view of the company's financial position at 31 October 2019 and of the results of the company's operations for the financial year 9 May 2018 - 31 October 2019 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our extended review in accordance with the Danish Business Authority's standard on auditor's report for small enterprises and FSR - danish auditors' standard on extended review of financial statements in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review 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. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We wish to note, that the Company's ability to continue as a going concern is associated with material uncertainty. We refer to note 1 in the financial statements, that the company's longterm creditors have accepted a standstill agreement. Management is confident, that the company has the necessary funding to continue operations at least until the next balance date, why the financial statements have been prepared on a going concern basis. We have not modified our opinion in respect of this matter.

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 on extended review

Auditor's responsibility for the extended review of the financial statements

Our responsibility is to express a conclusion on the accompanying financial statements. This requires us to perform procedures in order to obtain limited assurance for our conclusion on these financial statements, and in addition perform specifically required supplementary procedures in order to obtain additional assurance for our conclusion.

An extended review of financial statements includes procedures primarily consisting of making inquiries of management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit and accordingly we do not express an audit opinion on these financial statements.

Independent auditor's report on extended review

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 extended review 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 extended review, 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, we conclude that 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 of management's review.

Hellerup, 31 March 2020

CVR no. 33 25 68 76



Søren Jonassen
Statsautoriseret revisor
MNE no. mne18488

Company details

The company

Souciony Power ApS
co Neill Gordon Smith
Tietgensvej 17
3400 Hillerød

CVR no.: 39 58 08 61

Reporting period: 9 May 2018 - 31 October 2019

Incorporated: 9. May 2018

Domicile: Hillerød

Executive board

Neil Gordon Smith

Auditors

Crowe
Statsautoriseret Revisionsinteressentskab v.m.b.a.
Rygårds Allé 104
2900 Hellerup

Management's review

Business review

The Company's performance is satisfactory.

The Company's main asset is the right to pursue a claim in relation to a breach of representations and warranties. The value of this asset is shown in the accounts as EUR 201,752, which reflects costs expended in relation to pursuing the action over this period. Post year end, the Company has begun negotiating with the party the case has been brought against. The parties have agreed in principle (and are close to enter into a legal agreement) to an amount of EUR 400,000 in this regard. Once recouped, the Company will use these funds to settle all and any outstanding liabilities. Given this situation, the carrying value of the accounts of EUR 201,752 is reasonable.

Recognition and measurement uncertainties

Due to the special nature of the company purpose, the direct cost going in to the litigation are capitalized as an asset in respect of the expected settlement amount. This recognition is with some uncertainties.

Financial review

The company's income statement for the year ended 31 October 2019 shows a loss of EUR 67.136, and the balance sheet at 31 October 2019 shows negative equity of EUR 16.806.

The Company's ability to continue as a going concern is associated with material uncertainty. The company's longterm creditors have accepted a standstill agreement. Management is confident, that the company has the necessary funding to continue operations at least until the next balance date, why the financial statements have been prepared on a going concern basis.

Significant events occurring after the end of the financial year

The Company has entered into a merger agreement with its parent company, Graciosa Project Finance ApS, whereby the Company will discontinue upon the merger being effective. The Company plans to make the final filings to effect this, as soon as possible after the filing of these accounts.

The Company is close to entering an agreement in relation to the case (as outlined in the management review) for EUR 400,000.

Apart from this no events have occurred after the balance sheet date which could significantly affect the company's financial position.

Accounting policies

The annual report of Souciony Power ApS for 2018/19 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The annual report for 2018/19 is presented in EUR

As 2018/19 is the company's first reporting period, no comparatives have been presented.

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.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit/loss

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

Gross profit/loss reflects an aggregation of revenue less other external expenses.

Accounting policies

Balance sheet

Other investments

The company is pursuing a litigation for breach of contract on a loan agreement.

Cost comprises any costs directly attributable to the acquisition mainly lawyers fee and court fees.

The cumulated costs are held against the expected settlement amount and will be written of according to these expectations.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

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 transactions are considered cash flow hedges, the value adjustments are taken directly to equity.

Income statement
9 May 2018 - 31 October 2019

	<u>Note</u>	<u>2018/19</u> EUR
Gross profit		-67.136
Profit/loss before tax		-67.136
Tax on profit/loss for the year		<u>0</u>
Profit/loss for the year		<u><u>-67.136</u></u>
 Recommended appropriation of profit/loss		
Retained earnings		<u>-67.136</u>
		<u><u>-67.136</u></u>

Balance sheet at 31 October 2019

	<u>Note</u>	<u>2018/19</u> EUR
Assets		
Other receivables	2	<u>201.752</u>
Fixed asset investments		<u>201.752</u>
Total non-current assets		<u>201.752</u>
Receivables from associates		2.379
Other receivables		<u>729</u>
Receivables		<u>3.108</u>
Cash at bank and in hand		<u>1.387</u>
Total current assets		<u>4.495</u>
Total assets		<u><u>206.247</u></u>

Balance sheet at 31 October 2019

	<u>Note</u>	<u>2018/19</u> EUR
Equity and liabilities		
Share capital		25.000
Retained earnings		<u>-41.806</u>
Equity	3	<u>-16.806</u>
Payables to group companies		<u>170.845</u>
Total non-current liabilities		<u>170.845</u>
Other payables		<u>52.208</u>
Total current liabilities		<u>52.208</u>
Total liabilities		<u>223.053</u>
Total equity and liabilities		<u><u>206.247</u></u>
Uncertainty about the continued operation (going concern)	1	

Notes

1 Uncertainty about the continued operation (going concern)

The Company's ability to continue as a going concern is associated with material uncertainty. The company's longterm creditors have accepted a standstill agreement. Management is confident, that the company has the necessary funding to continue operations at least until the next balance date, why the financial statements have been prepared on a going concern basis.

2 Fixed asset investments

	Other receiv- ables
Cost at 9 May 2018	0
Additions for the year	201.752
Cost at 31 October 2019	201.752
Carrying amount at 31 October 2019	201.752

The Company's main asset relates to rights connected to a claim involving misrepresentation in a commercial. The Company has lodged a length plea with the court in Hamburg, Germany, and the defendant has filed its plea to discharge the case.

The Company has reached agreement in principle with the defendant to settle the case for EUR 400,000.

3 Equity

	Share capital	Share premium account	Retained earnings	Total
Equity at 9 May 2018	25.000	25.330	0	50.330
Net profit/loss for the year	0	0	-67.136	-67.136
Transfer from share premium account	0	-25.330	25.330	0
Equity at 31 October 2019	25.000	0	-41.806	-16.806