

Red Warehouse PropCo ApS

c/o Taurus Ejendomsadministration
Skovvejen 11, St., 8000 Aarhus C

CVR no. 39 65 00 88

Annual report 2022

Approved at the Company's annual general meeting on 24 April 2023

Chair of the meeting:

.....
Juha Matti Salokoski

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Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Red Warehouse PropCo ApS for the financial year 1 January - 31 December 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 of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Aarhus, 24 April 2023
Executive Board:

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Peter Gill
CEO

.....
Torsten Bjerregaard
Director

.....
Juha Matti Salokoski
Director

Independent auditor's report

To the shareholders of Red Warehouse PropCo ApS

Opinion

We have audited the financial statements of Red Warehouse PropCo ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 the 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.

Independent auditor's report

- ▶ 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 note 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.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 24 April 2023
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Kaare K. Lendorf
State Authorised Public Accountant
mne33819

Management's review

Company details

Name	Red Warehouse PropCo ApS
Address, Postal code, City	c/o Taurus Ejendomsadministration Skovvejen 11, St., 8000 Aarhus C
CVR no.	39 65 00 88
Established	6 June 2018
Registered office	Aarhus
Financial year	1 January - 31 December
Executive Board	Peter Gill, CEO Torsten Bjerregaard, Director Juha Matti Salokoski, Director
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Business review

The company's purpose is to acquire, operate and develop real estate.

Financial review

The income statement for 2022 shows a profit of DKK 9,642,509 against a profit of DKK 62,129,065 last year, and the balance sheet at 31 December 2022 shows equity of DKK 97,914,103.

As the company's purpose is investment in properties, the Company is affected by changes in the property market, including the general economic conditions.

The market situation in the real estate sector is affected by uncertainty, as a result high inflation and increasing interest rates. However, the company's activities have not been significantly affected by this.

The uncertainty related to interest rates and yields has created a gap between buyers' and sellers' expectation to sales prices of properties which is reflected in the lower transaction volume for investment properties in late 2022.

This has been reflected in the valuation of the company's properties.

The Company's loans will be redeemed or refinanced in connection with the closing of the SPA.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2022	2021
	Gross profit/ loss	-4,709,948	-2,009,755
	Fair value adjustment of investment property	28,626,186	89,258,925
	Profit before net financials	23,916,238	87,249,170
3	Financial expenses	-11,554,047	-7,596,521
	Profit before tax	12,362,191	79,652,649
4	Tax for the year	-2,719,682	-17,523,584
	Profit for the year	9,642,509	62,129,065
	 Recommended appropriation of profit		
	Retained earnings	9,642,509	62,129,065
		9,642,509	62,129,065

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2022	2021
	ASSETS		
	Fixed assets		
5	Property, plant and equipment		
6	Investment property	357,717,184	274,800,000
	Lease incentives	2,366,904	0
		<u>360,084,088</u>	<u>274,800,000</u>
	Total fixed assets	<u>360,084,088</u>	<u>274,800,000</u>
	Non-fixed assets		
	Receivables		
	Corporation tax receivable	0	192,535
	Joint taxation contribution receivable	4,086,038	1,658,730
	Other receivables	9,997,562	977,349
	Prepayments	90,357	73,477
		<u>14,173,957</u>	<u>2,902,091</u>
	Cash	<u>5,535,608</u>	<u>7,841,876</u>
	Total non-fixed assets	<u>19,709,565</u>	<u>10,743,967</u>
	TOTAL ASSETS	<u><u>379,793,653</u></u>	<u><u>285,543,967</u></u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2022	2021
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	50,000	50,000
	Retained earnings	97,864,103	88,221,594
	Total equity	<u>97,914,103</u>	<u>88,271,594</u>
	Provisions		
	Deferred tax	34,504,258	27,698,538
	Total provisions	<u>34,504,258</u>	<u>27,698,538</u>
	Liabilities other than provisions		
7	Non-current liabilities other than provisions		
	Payables to group entities	100,930,450	100,930,450
	Deposits	3,506,525	0
		<u>104,436,975</u>	<u>100,930,450</u>
	Current liabilities other than provisions		
7	Short-term part of long-term liabilities other than provisions	21,201,948	15,062,013
	Bank debt	114,495,823	53,388,463
	Trade payables	7,240,546	129,440
	Corporation tax payable	0	13,044
	Other payables	0	50,425
		<u>142,938,317</u>	<u>68,643,385</u>
	Total liabilities other than provisions	<u>247,375,292</u>	<u>169,573,835</u>
	TOTAL EQUITY AND LIABILITIES	<u>379,793,653</u>	<u>285,543,967</u>

- 1 Accounting policies
2 Staff costs
8 Contractual obligations and contingencies, etc.
9 Collateral
10 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2021	50,000	26,092,529	26,142,529
Transfer through appropriation of profit	0	62,129,065	62,129,065
Equity at 1 January 2022	50,000	88,221,594	88,271,594
Transfer through appropriation of profit	0	9,642,509	9,642,509
Equity at 31 December 2022	50,000	97,864,103	97,914,103

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Red Warehouse PropCo ApS for 2022 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Basis of recognition and measurement

Revenue is 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.

Assets are recognized 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 reliably measured.

Liabilities are recognized in the balance sheet when it is probable that future economic benefits will be deducted company and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each accounting item below.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit/ loss

The items revenue, expenses, property and external expenses have been aggregated into one item in the income statement called gross profit/loss in accordance with section 32 of the Danish Financial Statements Act.

Expenses, property

Property expenses include expenses relating to renting out the Company's investment property, including expenses relating to running and maintaining such property.

Administrative expenses

Administrative expenses include expenses incurred in the year for company management and administration, including expenses relating to administrative staff, Management, office premises and expenses as well as amortisation/ depreciation of assets used for administrative purposes.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Investment property

On initial recognition, investment property is measured at cost. Investment property is subsequently measured at fair value, and the value adjustment for the year is recognised in the income statement under the item "Fair value adjustment of investment property". The fair value is based on the expected future cash flows for the investment property.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Provisions

Provisions comprise anticipated expenses relating to warranty commitments, onerous contracts, restructurings, etc. Provisions are recognised when the Company has a legal or constructive obligation at the balance sheet date as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provisions are measured at net realisable value or at fair value if the obligation is expected to be settled far into the future.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Fair value

The fair value measurement is based on the principal market. If no principal market exists, the measurement is based on the most advantageous market, i.e. the market that maximises the price of the asset or liability less transaction and/or transport costs.

All assets and liabilities which are measured at fair value, or whose fair value is disclosed, are classified based on the fair value hierarchy, see below:

Level 1: Value in an active market for similar assets/liabilities

Level 2: Value based on recognised valuation methods on the basis of observable market information

Level 3: Value based on recognised valuation methods and reasonable estimates (non-observable market information).

Financial statements 1 January - 31 December

Notes to the financial statements

2 Staff costs

The Company has no employees.

DKK	2022	2021
3 Financial expenses		
Interest expenses, group entities	6,139,935	6,139,935
Other financial expenses	5,414,112	1,456,586
	<u>11,554,047</u>	<u>7,596,521</u>
4 Tax for the year		
Estimated tax charge for the year	-4,086,038	-1,659,090
Deferred tax adjustments in the year	6,805,720	19,182,674
	<u>2,719,682</u>	<u>17,523,584</u>

5 Property, plant and equipment

DKK	Investment property	Lease incentives	Total
Cost at 1 January 2022	138,019,339	0	138,019,339
Additions	54,290,998	2,366,904	56,657,902
Cost at 31 December 2022	<u>192,310,337</u>	<u>2,366,904</u>	<u>194,677,241</u>
Revaluations at 1 January 2022	136,780,661	0	136,780,661
Foreign exchange adjustments	28,626,186	0	28,626,186
Revaluations at 31 December 2022	<u>165,406,847</u>	<u>0</u>	<u>165,406,847</u>
Carrying amount at 31 December 2022	<u>357,717,184</u>	<u>2,366,904</u>	<u>360,084,088</u>

6 Investment property

The Company Group invests in rental property. Investment property is recognised at fair value with value adjustment over the income statement, see the provisions in section 38 of the Danish Financial Statements Act.

The company's investments property is measured at fair value after the fair value hierarchy level 3.

The fair value of the investment property has been assessed based on a share purchase agreement. It is management's assessment that the selling price of the property cf. the share purchase agreement correspond to the fair value deducting cost related to completion of construction.

Financial statements 1 January - 31 December

Notes to the financial statements

7 Non-current liabilities other than provisions

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:

DKK	Total debt at 31/12 2022	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Payables to group entities	122,132,398	21,201,948	100,930,450	100,930,450
Deposits	3,506,525	0	3,506,525	3,506,525
	<u>125,638,923</u>	<u>21,201,948</u>	<u>104,436,975</u>	<u>104,436,975</u>

The Company's loans will be redeemed or refinanced in connection with the closing of the SPA.

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed income of the Group. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

At 31 December 2022 the Company have detained ordinary payments of DKK 2,294 thousand regarding the enterprise contract due to deficiencies, and the contractor have raised a claim of DKK 3,771 thousand.

On the other side the Company have raised a claim against the contractor regarding deficiencies of DKK 4,925 thousand. There is disagreements on how to settle the claims. Negotiation is ongoing and an arbitration case is a possibility.

It is not practicable to state the timing of the payment, if any, regarding the disagreements.

Accordingly, no provision regarding the disagreement amount have been recognised in the financial statements.

9 Collateral

Investment properties at a carrying amount of DKK 357,717,184 at 31 December 2022 have been put up as security for debt to credit institutions.

10 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
CapMan Nordic Real Estate II FCP-RAIF	Luxembourg	1 B Heienhaff, L-1736 Senningerberg, Luxembourg

PENNEO

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Torsten Bjerregaard

Executive Board

On behalf of: the Company

Serial number: PID:9208-2002-2-536133813725

IP: 212.161.xxx.xxx

2023-04-24 14:52:58 UTC

NEM ID 

Peter Gill

Executive Board

On behalf of: the Company

Serial number: 084a5126-1da6-475c-ae3f-3ba80b438922

IP: 152.115.xxx.xxx

2023-04-25 14:35:48 UTC

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Salokoski Juha Matti

Executive Board

On behalf of: the Company

Serial number:

fi_tupas:mobileid:962df575d9f4ce3ea4c951184a8d21cfa4d15801

IP: 91.154.xxx.xxx

2023-04-25 14:57:02 UTC

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Kaare Kristensen

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

Serial number: CVR:30700228-RID:73827337

IP: 145.62.xxx.xxx

2023-04-27 08:42:30 UTC

NEM ID 

Salokoski Juha Matti

Chairman

On behalf of: the Company

Serial number:

fi_tupas:mobileid:962df575d9f4ce3ea4c951184a8d21cfa4d15801

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