

# **Thornico Building K/S**

**Havnegade 36  
5000 Odense C**

**CVR no. 39 72 92 88**

**Annual report for 2022**

Adopted at the annual general  
meeting on 31 May 2023

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Thor Stadil  
chairman

## **Table of contents**

	<b>Page</b>
<b>Statements</b>	
Statement by management on the annual report	1
Independent auditor's report	2
<b>Management's review</b>	
Company details	5
Management's review	6
<b>Financial statements</b>	
Accounting policies	7
Income statement 1 January 2022 - 31 December 2022	11
Balance sheet at 31 December 2022	12
Notes	14

## **Statement by management on the annual report**

The supervisory board has today discussed and approved the annual report of Thornico Building K/S 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 company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

In our 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.

Odense, 31 May 2023

### **Supervisory board**

Thor Stadil  
chairman

Kirsten Malling Stadil

Christian Nicholas Rosenkrantz  
Stadil

## **Independent auditor's report**

### ***To the shareholder of Thornico Building K/S***

#### **Opinion**

We have audited the financial statements of Thornico Building K/S for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet 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 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 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.

### **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.

## **Independent auditor's report**

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, 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.

Odense, 31 May 2023

Deloitte  
Statsautoriseret Revisionspartnerselskab  
CVR no. 33 96 35 56

Gert Rasmussen  
State-authorized public accountant  
MNE no. mne35430

Abdul Wahab Ashraf  
State-authorized public accountant  
MNE no. mne46664

## **Company details**

### **The company**

Thornico Building K/S  
Havnegade 36  
5000 Odense C

CVR no.: 39 72 92 88

Reporting period: 1 January - 31 December 2022

Domicile: Odense

### **Supervisory board**

Thor Stadil, chairman  
Kirsten Malling Stadil  
Christian Nicholas Rosenkrantz Stadil

### **Auditors**

Deloitte  
Statsautoriseret Revisionspartnerselskab  
Tværkajen 5  
5100 Odense C

### **Consolidated financial statements**

The company is reflected in the group report as the parent company Thornico A/S, Odense CVR-nr. 15 96 02 05 (smallest concern) and the parent company Thornco Holding A/S, Odense CVR-nr. 35 2580 00 (largest concern)

## **Management's review**

### **Business review**

The company's activity is directly and indirectly to invest in real estate in Denmark and abroad and do the administration.

### **Significant events occurring after the end of the financial year**

No events have occurred after the balance sheet date which could significantly affect the company's financial position.



## **Accounting policies**

The annual report of Thornico Building K/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 provisions applying to reporting class C entities.

The annual report for 2022 is presented in EUR

### **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**

Gross profit reflects an aggregation of revenue and other operating income less costs of other external expenses.

#### **Revenue**

Net revenue consists of rental income, which is related to the Financial year.

#### **General expenses**

General expenses include expenses related to advertising, administration, premises, bad debts etc.

## **Accounting policies**

### **Value adjustments of investment properties**

Value adjustments of investment property comprise the year's changes in the fair value of investment property.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised capital/exchange gains and losses on securities and foreign currency transactions, amortisation of mortgage loans and surcharges and allowances under the advance-payment-of-tax scheme, etc.

### **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 company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. Subsidiaries participate in the joint taxation arrangement from the time when they are included in the consolidated financial statements and until the time when they withdraw from the consolidation.

## **Balance sheet**

### **Investment properties**

Investment properties are initially measured at cost. Subsequently, investment properties are measured to fair value. Fair value adjustments are measured in income statement.

Fair value is the amount for which the property could be exchanged between knowledgeable, willing parties in an arm's length transaction on the balance sheet date. The determination of fair value involves material accounting estimates.

In Management's opinion it has not been possible this year to determine fair value through market information, and, consequently, valuation has been determined by using a return-based model.

The fair value of investment properties has been determined at 31 December for each property by using a return-based model. The calculations are based on property budgets for the upcoming year, adjusted for movements, which are caused by isolated events.

The expected cash flow is multiplied with an individually determined rate of return. The value thus calculated is adjusted for any non-operating assets such as cash and cash equivalents, deposits, etc if they are not shown separately in the balance sheet, by which the fair value emerge.

## **Accounting policies**

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

### **Investments in subsidiaries, associates and participating interests**

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet includes the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

### **Receivables and deferred assets**

Upon initial recognition the receivables on and loans to participations and other receivables are valued at fair value and then valued at amortised cost, which equals the face value, after deduction of any provisions.

### **Prepayments**

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

### **Income tax and deferred tax**

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

## **Accounting policies**

### **Liabilities**

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the net proceeds and the nominal value is recognised in the income statement over the term of the loan.

Mortgage debt is thus measured at amortised cost, which for cash loans corresponds to the outstanding debt. For bond loans, amortised cost corresponds to an outstanding debt calculated as the underlying cash value of the loan at the time of borrowing, adjusted by amortisation of the value adjustment of the loan at the time of borrowing.

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

### **Deferred income**

Deferred income recognised under 'Current liabilities' comprises payments received concerning income in subsequent financial years.

### **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 1 January 2022 - 31 December 2022

	<u>Note</u>	<u>2022</u> EUR	<u>2021</u> EUR
<b>Gross profit</b>		<b>2.923.084</b>	<b>1.805.959</b>
Fair value adjustments of investment properties		<u>-597.792</u>	<u>-259.657</u>
<b>Profit/loss before net financials</b>		<b>2.325.292</b>	<b>1.546.302</b>
Income from investments in subsidiaries	1	-2.277	3.992
Financial costs	2	<u>-193.869</u>	<u>-218.971</u>
<b>Profit/loss before tax</b>		<b>2.129.146</b>	<b>1.331.323</b>
Tax on profit/loss for the year	3	<u>-588.948</u>	<u>-204.500</u>
<b>Profit/loss for the year</b>		<b><u>1.540.198</u></b>	<b><u>1.126.823</u></b>
Reserve for net revaluation under the equity method		-2.277	0
Retained earnings		<u>1.542.475</u>	<u>1.126.823</u>
		<b><u>1.540.198</u></b>	<b><u>1.126.823</u></b>

## Balance sheet at 31 December 2022

	<u>Note</u>	<u>2022</u> EUR	<u>2021</u> EUR
<b>Assets</b>			
Investment properties	4	76.678.968	77.145.824
Land	4	9.972.427	9.972.427
Improvements	4	9.348.605	8.881.749
<b>Tangible assets</b>		<b><u>96.000.000</u></b>	<b><u>96.000.000</u></b>
Investments in subsidiaries	5	20.569	22.846
<b>Fixed asset investments</b>		<b><u>20.569</u></b>	<b><u>22.846</u></b>
<b>Total non-current assets</b>		<b><u>96.020.569</u></b>	<b><u>96.022.846</u></b>
Trade receivables		15.281	28.143
Other receivables		9.606	9.606
Corporation tax		0	616.497
VAT and duties receivables		144.519	120.048
Prepayments		818.587	256.286
<b>Receivables</b>		<b><u>987.993</u></b>	<b><u>1.030.580</u></b>
<b>Cash at bank and in hand</b>		<b><u>850.557</u></b>	<b><u>655.344</u></b>
<b>Total current assets</b>		<b><u>1.838.550</u></b>	<b><u>1.685.924</u></b>
<b>Total assets</b>		<b><u><u>97.859.119</u></u></b>	<b><u><u>97.708.770</u></u></b>

## Balance sheet at 31 December 2022

	<u>Note</u>	<u>2022</u> EUR	<u>2021</u> EUR
<b>Equity and liabilities</b>			
Share capital		14.517.158	14.517.158
Reserve for net revaluation under the equity method		2.418	0
Retained earnings		<u>60.364.490</u>	<u>58.826.710</u>
<b>Equity</b>	<b>6</b>	<b><u>74.884.066</u></b>	<b><u>73.343.868</u></b>
Provision for deferred tax	7	<u>13.225.000</u>	<u>13.225.000</u>
<b>Total provisions</b>		<b><u>13.225.000</u></b>	<b><u>13.225.000</u></b>
Payables to group entities		<u>7.000.000</u>	<u>8.000.000</u>
<b>Total non-current liabilities</b>	<b>8</b>	<b><u>7.000.000</u></b>	<b><u>8.000.000</u></b>
Prepayments received from customers		669.659	717.921
Trade payables		110.872	62.556
Payables to group entities		1.485.207	1.900.225
Corporation tax		1.327	0
Other payables		215.523	243.210
Deposits		<u>267.465</u>	<u>215.990</u>
<b>Total current liabilities</b>		<b><u>2.750.053</u></b>	<b><u>3.139.902</u></b>
<b>Total liabilities</b>		<b><u>9.750.053</u></b>	<b><u>11.139.902</u></b>
<b>Total equity and liabilities</b>		<b><u>97.859.119</u></b>	<b><u>97.708.770</u></b>

## Notes

	<u>2022</u> EUR	<u>2021</u> EUR
<b>1 Income from investments in subsidiaries</b>		
Share of profits of subsidiaries	-2.277	3.992
	<u><b>-2.277</b></u>	<u><b>3.992</b></u>
	<u>2022</u> EUR	<u>2021</u> EUR
<b>2 Financial costs</b>		
Financial expenses, group entities	188.684	215.354
Other financial costs	5.185	3.619
Exchange loss	0	-2
	<u><b>193.869</b></u>	<u><b>218.971</b></u>
<b>3 Tax on profit/loss for the year</b>		
Current tax for the year	588.948	-220.500
Deferred tax for the year	0	425.000
	<u><b>588.948</b></u>	<u><b>204.500</b></u>



## Notes

### 4 Tangible assets

	<u>Investment properties</u>	<u>Land</u>	<u>Improvements</u>	<u>Total</u>
Cost at 1 January 2022	57.633.144	9.972.427	8.881.749	76.487.320
Revaluation	0	0	-130.936	-130.936
Additions for the year	<u>0</u>	<u>0</u>	<u>597.792</u>	<u>597.792</u>
Cost at 31 December 2022	<u>57.633.144</u>	<u>9.972.427</u>	<u>9.348.605</u>	<u>76.954.176</u>
Revaluations at 1 January 2022	19.512.680	0	0	19.512.680
Exchange adjustment	130.936	0	0	130.936
Revaluations for the year	<u>-597.792</u>	<u>0</u>	<u>0</u>	<u>-597.792</u>
Revaluations at 31 December 2022	<u>19.045.824</u>	<u>0</u>	<u>0</u>	<u>19.045.824</u>
<b>Carrying amount at 31 December 2022</b>	<b><u>76.678.968</u></b>	<b><u>9.972.427</u></b>	<b><u>9.348.605</u></b>	<b><u>96.000.000</u></b>

Investment properties are measured at fair value. Valuation has been determined by using a return-based model. In assessing the fair market value at 31 December, 2022 the required rate of return has been determined individually for each property.

Changes in estimated required rate of return for investment properties will affect the value of investment properties recognised in the balance sheet as well as value adjustments carried in the income statement. Changes in the average required rate of return of 0,5% will result in a change to fair value of approx. EUR 9 - 12 million.

The properties include residential and business properties which are valued on the basis of an average required rate of return of 4,7%.

## Notes

	<u>2022</u>	<u>2021</u>
	EUR	EUR
<b>5 Investments in subsidiaries</b>		
Cost at 1 January 2022	<u>18.151</u>	<u>18.151</u>
Cost at 31 December 2022	<u>18.151</u>	<u>18.151</u>
Revaluations at 1 January 2022	4.695	703
Revaluations for the year, net	<u>-2.277</u>	<u>3.992</u>
Revaluations at 31 December 2022	<u>2.418</u>	<u>4.695</u>
<b>Carrying amount at 31 December 2022</b>	<b><u><u>20.569</u></u></b>	<b><u><u>22.846</u></u></b>

Investments in subsidiaries are specified as follows:

<u>Name</u>	<u>Registered office</u>	<u>Ownership interest</u>
West-Star Management B.V.	Rotterdam	100%

## Notes

### 6 Equity

	<u>Share capital</u>	<u>Reserve for net revalua- tion under the equity method</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2022	14.517.158	4.695	58.822.015	73.343.868
Net profit/loss for the year	<u>0</u>	<u>-2.277</u>	<u>1.542.475</u>	<u>1.540.198</u>
<b>Equity at 31 December 2022</b>	<b><u>14.517.158</u></b>	<b><u>2.418</u></b>	<b><u>60.364.490</u></b>	<b><u>74.884.066</u></b>

### 7 Provision for deferred tax

	<u>2022</u>	<u>2021</u>
	EUR	EUR
Provision for deferred tax at 1 January 2022	<u>13.225.000</u>	<u>13.225.000</u>
<b>Provision for deferred tax at 31 December 2022</b>	<b><u>13.225.000</u></b>	<b><u>13.225.000</u></b>
<b>Provisions for deferred tax on:</b>		
Intangible assets	17.269.642	18.074.280
Trade receivables	-1.925.179	-1.522.860
Tax loss carry-forward	<u>-2.119.463</u>	<u>-3.326.420</u>
	<b><u>13.225.000</u></b>	<b><u>13.225.000</u></b>

## Notes

### 8 Long term debt

	<u>2022</u>	<u>2021</u>
	EUR	EUR
<b>Payables to group entities</b>		
After 5 years	3.000.000	4.000.000
Between 1 and 5 years	<u>4.000.000</u>	<u>4.000.000</u>
Non-current portion	7.000.000	8.000.000
Within 1 year	1.000.000	1.000.000
Other short-term debt to subsidiaries	<u>485.207</u>	<u>900.225</u>
Current portion	<u>1.485.207</u>	<u>1.900.225</u>
	<b><u>8.485.207</u></b>	<b><u>9.900.225</u></b>

### 9 Related parties and ownership structure

#### Controlling interest

Thornico A/S, Odense and Thornico Holding A/S, Odense. Christian Nicholas Rosenkrantz Stadil, ultimate owner (non-public address).

#### Consolidated financial statements

The company is reflected in the group report as the parent company Thornico A/S, Odense CVR-nr. 15 96 02 05 (smallest concern) and the parent company Thornico Holding A/S, Odense CVR-nr. 35 2580 00 (largest concern)