



PGH Afrika Holding ApS

Bergensgade 10, 2100 Copenhagen East
CVR No. 39764164

Annual report 2019

The Annual General Meeting adopted the
annual report on 19.05.2020

Thomas Langbo Algreen Nielsen
Chairman of the General Meeting

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Entity details

Entity

PGH Afrika Holding ApS

Bergensgade 10

2100 Copenhagen East

CVR No.: 39764164

Registered office: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Morten Pitzner, chairman

Jørgen Janus Roijer Hillerup

Niels Knud Zenon Joseph Holstein-Løvenørn

Torben Golsche Knappe

Erik Schou Stavnstrup

Executive Board

Thomas Langbo Algreen Nielsen, director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of PGH Afrika Holding ApS for the financial year 01.01.2019 - 31.12.2019.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 23.03.2020

Executive Board

Thomas Langbo Algreen Nielsen
director

Board of Directors

Morten Pitzner
chairman

Jørgen Janus Roijer Hillerup

Niels Knud Zenon Joseph Holstein-Løvenørn

Torben Golsche Knappe

Erik Schou Stavnstrup

Independent auditor's report

To the shareholders of PGH Afrika Holding ApS

Opinion

We have audited the financial statements of PGH Afrika Holding ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 the management commentary.

Copenhagen, 23.03.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Henrik Jacob Vilmann Wellejus
State Authorised Public Accountant
Identification No (MNE) mne24807

Hans Tauby
State Authorised Public Accountant
Identification No (MNE) mne44339

Management commentary

Primary activities

The Company's main activity is to acquire and own shares in companies.

Development in activities and finances

The results of the underlying companies have not met the expectations.

Events after the balance sheet date

The outbreak of coronavirus/COVID-19 has escalated in the beginning of 2020, and WHO has on March 11th 2020 declared the outbreak to be a worldwide pandemic. The outbreak has resulted in a series of precautions, that affects the daily operations, both for the Company, suppliers, customers and other business partners. The economical effect cannot be measured at this time.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2019

	Notes	2019 DKK	2018 DKK
Other external expenses		(61,413)	(2,319,502)
Gross profit/loss		(61,413)	(2,319,502)
Income from investments in group enterprises		(15,604,314)	(3,495,178)
Other financial expenses	2	(1,561,410)	(747,279)
Profit/loss before tax		(17,227,137)	(6,561,959)
Tax on profit/loss for the year	3	357,021	164,401
Profit/loss for the year		(16,870,116)	(6,397,558)
Proposed distribution of profit and loss:			
Retained earnings		(16,870,116)	(6,397,558)
Proposed distribution of profit and loss		(16,870,116)	(6,397,558)

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Investments in group enterprises		151,592,009	155,196,323
Other financial assets	4	151,592,009	155,196,323
Fixed assets		151,592,009	155,196,323
Joint taxation contribution receivable		357,021	164,401
Receivables		357,021	164,401
Cash		164,401	16,508
Current assets		521,422	180,909
Assets		152,113,431	155,377,232

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital		100,000	100,000
Retained earnings		56,632,326	73,502,442
Equity		56,732,326	73,602,442
Bank loans		67,500,000	80,214,672
Payables to group enterprises		15,502,447	1,529,607
Non-current liabilities other than provisions	5	83,002,447	81,744,279
Bank loans		334,648	0
Trade payables		30,510	30,511
Payables to group enterprises		12,000,000	0
Other payables		13,500	0
Current liabilities other than provisions		12,378,658	30,511
Liabilities other than provisions		95,381,105	81,774,790
Equity and liabilities		152,113,431	155,377,232
Events after the balance sheet date	1		
Contingent liabilities	6		
Assets charged and collateral	7		

Statement of changes in equity for 2019

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	100,000	73,502,442	73,602,442
Profit/loss for the year	0	(16,870,116)	(16,870,116)
Equity end of year	100,000	56,632,326	56,732,326

Notes

1 Events after the balance sheet date

The outbreak of coronavirus/COVID-19 has escalated in the beginning of 2020, and WHO has on March 11th 2020 declared the outbreak to be a worldwide pandemic. The outbreak has resulted in a series of precautions, that affects the daily operations, both for the Company, suppliers, customers and other business partners. The economical effect cannot be measured at this time.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

2 Other financial expenses

	2019	2018
	DKK	DKK
Financial expenses from group enterprises	292,522	417,607
Other financial expenses	1,268,888	329,672
	1,561,410	747,279

3 Tax on profit/loss for the year

	2019	2018
	DKK	DKK
Refund in joint taxation arrangement	(357,021)	(164,401)
	(357,021)	(164,401)

4 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	158,691,501
Additions	12,000,000
Cost end of year	170,691,501
Impairment losses beginning of year	(3,495,178)
Amortisation of goodwill	(7,234,424)
Share of profit/loss for the year	(8,369,890)
Impairment losses end of year	(19,099,492)
Carrying amount end of year	151,592,009

In investments in group enterprises goodwill is included with DKK 134.439.717.

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
JGH Marine A/S	Copenhagen	A/S	100
Johs. Gram-Hanssen A/S	Copenhagen	A/S	100

5 Non-current liabilities other than provisions

	Due after more than 12 months 2019 DKK
Bank loans	67,500,000
Payables to group enterprises	15,502,447
	83,002,447

6 Contingent liabilities

The group has a total framework for bank guarantees and letter of credit of DKK 51.491 thousand.

The Entity participates in a Danish joint taxation arrangement where Pitzner Gruppen Holding A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

7 Assets charged and collateral

The Company has submitted a guaranty of payment for the subsidiaries Johs. Gram-Hanssen A/S and JGH Marine A/S.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 112 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Non-comparability

Last year, the Company changed its financial year. The current financial year covers a 12 month period, whereas the previous financial year was between 06.08.2018 - 31.12.2018 and thereby only covered an 4 month period. Thereby there is a lack of comparability between the figures in the income statement, the balance sheet and disclosures.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial expenses

Other financial expenses comprise interest expenses, including amortisation of financial liabilities.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**Investments in group enterprises**

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is the positive difference between cost of investments and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For other amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 20 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash

Cash comprises bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.