

# Tohoku Offshore Wind Holding A/S

CVR no. 39787806

## **Annual report 2023**

Approved at the Company's annual general meeting on 27 May 2024

Chair: Jeppe Skov Andersen

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Tohoku Offshore Wind Holding A/S - Kraftværksvej 53, Skærbæk, 7000 Fredericia

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## Statement by management on the annual report

The Board of Directors and the Executive Board have today discussed and approved the annual report of Tohoku Offshore Wind Holding A/S for the financial year 1 January - 31 December 2023.

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

In our opinion, the company financial statements give a true and fair view of the company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

Management recommends that the annual report should be approved at the annual general meeting.

Skærbæk, 22 May 2024

### Executive Board:

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Richard Spencer Karlsen,  
Director

### Board of Directors:

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Lars Brinch Danielsen  
chair

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Ronnie Gade Brandstrup  
deputy chair

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Mette Parkegaard Andersen

## **Independent auditor's report**

### **Opinion**

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Tohoku Offshore Wind Holding A/S for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes ("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.

### **Management's responsibility 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.

## Independent auditor's report

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.

Copenhagen, 22 May 2024

**PricewaterhouseCoopers**  
Statsautoriseret Revisionspartnerselskab  
CVR no. 33771231

Frederik Tvedeskov Jantzen  
State Authorised Public Accountant  
mne47815

## **Company information**

### **Company**

Tohoku Offshore Wind Holding A/S  
Kraftværksvej 53 Skærbæk  
7000 Fredericia

Company CVR: 39787806

Financial year: 2023-01-01 - 2023-12-31

Annual general meeting: 27 May 2024

### **Board of Directors**

Lars Brinch Danielsen chair  
Ronnie Gade Brandstrup deputy chair  
Mette Parkegaard Andersen

### **Executive Board**

Richard Spencer Karlsen, Director

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
2900 Hellerup

### **Consolidated financial statements**

The company is included in the consolidated financial statements of the parent company, Ørsted A/S, CVR no. 36213728

The annual report of Ørsted A/S, CVR no. 36213728 can be obtained at the following address:

<https://orsted.com/en/investors/ir-material/annual-reporting-2023>

## Accounting policies

The annual report of Tohoku Offshore Wind Holding A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to Reporting class B, as well as 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.

The annual report for 2023 is presented in TDKK.

Pursuant to sections §112, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

### 1 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 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.

## 2 Income statement

### 2.1 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, financial expenses relating to realised and unrealised capital/exchange gains and losses on securities and foreign currency transactions and surcharges and allowances under tax payments, etc.



## Accounting policies

### 2.2 Other external expenses

Other external expenses include expenses related to administration etc.

### 2.3 Tax for the year

The company is subject to the Danish rules on mandatory joint taxation of the Group's Danish subsidiaries. Subsidiaries are included in the joint taxation arrangement from the date when they are included in the consolidated financial statements and up to the date when they are no longer consolidated.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

The tax expense for the year, which comprises the year's current tax charge, joint taxation contributions and changes in the deferred tax charge - including changes arising from changes in tax rates - is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

## 3 Balance sheet

### 3.1 Investments in subsidiaries

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

Where the parent company has a legal or constructive obligation to cover the companies' negative balances or obligations, such obligation is recognised in liabilities.

### 3.2 Impairment of fixed assets

The carrying amount of investments in subsidiaries is reviewed for impairment on an annual basis.

Where there are indications of impairment, an impairment test is performed for each individual asset or group of assets, respectively. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The value in use is determined as the present value of the anticipated net cash flows from the use of the asset or group of assets and the anticipated net cash flows from the disposal of the asset or group of assets after the end of their useful life.

## Accounting policies

### 3.3 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.

### 3.4 Equity

#### *(a) Dividend*

Dividend proposed for the year is recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). Dividend expected to be distributed for the year is disclosed as a separate item under equity.

### 3.5 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.

The company and all its Danish group entities are taxed on a joint basis. The current income tax charge is allocated between the jointly taxed entities relative to their taxable income. Tax losses are allocated based on the full absorption method. The jointly taxed entities are eligible for the Danish Tax Prepayment Scheme.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Corporation tax receivable' or 'Corporation tax payable'.

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.

### 3.6 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.

**Accounting policies****3.7 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 instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

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

Fixed assets acquired in foreign currencies are translated at the exchange rate at the transaction date.

**Income statement 01 January - 31 December**

	Note	2023 TDKK	2022 TDKK
Other external expenses		(4)	(26)
<b>Gross profit</b>		<b>(4)</b>	<b>(26)</b>
Staff costs	2	0	0
<b>Loss before net financials</b>		<b>(4)</b>	<b>(26)</b>
Expense from investments in subsidiaries	3	(10.467)	(99.795)
Financial income	4	9	10
Financial expenses	5	(21)	(20)
<b>Loss before tax</b>		<b>(10.483)</b>	<b>(99.831)</b>
Tax on profit/loss for the year	6	12	(1)
<b>Loss for the year</b>		<b>(10.471)</b>	<b>(99.832)</b>
Distribution of profit	7		

## Balance sheet 31 December

	Note	2023 TDKK	2022 TDKK
<b>Assets</b>			
<b>Non-current assets</b>			
<i>Financial assets</i>			
Investments in subsidiaries	8	50.666	61.133
		<b>50.666</b>	<b>61.133</b>
<b>Total non-current assets</b>		<b>50.666</b>	<b>61.133</b>
<b>Current assets</b>			
<i>Receivables</i>			
Deferred tax asset		6	2
Receivables from group companies	9	162	165
Corporation tax receivable		4	8
		<b>172</b>	<b>175</b>
Cash at bank and in hand		87	96
<b>Total current assets</b>		<b>259</b>	<b>271</b>
<b>Total assets</b>		<b>50.925</b>	<b>61.404</b>
<b>Equity and liabilities</b>			
<i>Equity</i>			
Share capital	10	10.400	10.400
Retained earnings		40.512	50.983
<b>Total equity</b>		<b>50.912</b>	<b>61.383</b>
<i>Current liabilities</i>			
Other payables		13	21
<b>Total current liabilities</b>		<b>13</b>	<b>21</b>
<b>Total liabilities</b>		<b>13</b>	<b>21</b>
<b>Total equity and liabilities</b>		<b>50.925</b>	<b>61.404</b>

**Balance sheet 31 December**

Main Activity	1
Subsequent events	11
Contingent assets, liabilities and other financial obligations	12

**Statement of changes in equity**

	Share capital TDKK	Retained earnings TDKK	Total TDKK
Equity at 1 January 2023	10.400	50.983	61.383
Net profit/loss for the year	0	(10.471)	(10.471)
<b>Equity at 31 December 2023</b>	<b>10.400</b>	<b>40.512</b>	<b>50.912</b>

**Notes to the financial statements****1. Main activity**

The object for which the Company is established are to hold shares, enter into relevant agreements and to undertake any other activity related there to.

**2. Staff costs**

	2023	2022
Average number of employees	1	1

**3. Expense from investment in subsidiaries**

	2023 TDKK	2022 TDKK
Gain and loss on disposal of subsidiaries	(10.467)	(99.795)

**4. Financial income**

	2023 TDKK	2022 TDKK
Interest income from group enterprises	5	1
Exchange rate gains	4	9
	<b>9</b>	<b>10</b>

**5. Financial expenses**

	2023 TDKK	2022 TDKK
Exchange rate expense	13	17
Other financial expenses	8	3
	<b>21</b>	<b>20</b>



## Notes to the financial statements

## 6. Tax for the year

	2023	2022
	TDKK	TDKK
<i>Tax for the year</i>		
Current tax for the year	(4)	(8)
Adjustment of tax concerning previous years	(4)	11
Adjustment of deferred tax concerning previous years	(4)	(2)
	<b>(12)</b>	<b>1</b>

## 7. Distribution of profit

	2023	2022
	TDKK	TDKK
<i>Recommended appropriation of profit/loss</i>		
Retained earnings	(10.471)	(99.832)
	<b>(10.471)</b>	<b>(99.832)</b>

## 8. Investments in subsidiaries

	2023	2022
	TDKK	TDKK
Cost at 1 January	160.928	160.928
<b>Cost at 31 December</b>	<b>160.928</b>	<b>160.928</b>
Impairments at 1 January	(99.795)	0
Impairments for the year, net	(10.467)	(99.795)
<b>Impairments at 31 December</b>	<b>(110.262)</b>	<b>(99.795)</b>
<b>Carrying amount at 31 December</b>	<b>50.666</b>	<b>61.133</b>

## 9. Receivables and payables from group companies

The company's receivables from group companies includes TDKK 5 in a cash pool scheme with the ultimate parent company Ørsted A/S (2022: TDKK 165).

## Notes to the financial statements

### 10. Share capital

The share capital consists of 104.000 shares of a nominal value of TDKK 0,1. No shares carry any special rights.

#### Analysis of changes in the share capital over the past five years

	2023	2022	2021	2020	2019
	TDKK	TDKK	TDKK	TDKK	TDKK
Share capital at 1 January	10.400	10.400	400	400	0
Additions for the year	0	0	10.000	0	400
<b>Share capital at 31 December</b>	<b>10.400</b>	<b>10.400</b>	<b>10.400</b>	<b>400</b>	<b>400</b>

### 11. Subsequent events

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

### 12. Contingent assets, liabilities and other financial obligations

#### 12.1 Liability in joint taxation

The group's Danish companies are jointly and severally liable for tax on group jointly taxes income, etc. Reference is made to the annual report for Ørsted A/S, the administration company in relation to joint taxation. The group's Danish companies are also jointly and severally liable for Danish withholding taxes on dividends, royalties and interests within the group of jointly taxed entities. Any subsequent corrections to income and withholding taxes may result in an increase in the entities' liability.

The group's danish entities are jointly and severally liable for joint VAT registration.

**Notes to the financial statements**

**13. Related parties and ownership structure**

**Controlling interest**

Ørsted Japan Holding A/S, Kraftværksvej 53, 7000 Fredericia (parent company)

**Other related parties**

Ørsted A/S (Ultimate parent company)

The Danish State represented by the Ministry of Finance

Group enterprises and associates

Board of directors, executive board and senior employee