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# ***DK Infrastructure Midco ApS***

Banestrøget 19, DK-2630 Taastrup

## **Annual Report for 1 January - 31 December 2019**

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CVR No 39 95 17 38

The Annual Report was  
presented and adopted at  
the Annual General  
Meeting of the Company on  
30/4 2020

Søren Fæster  
Chairman of the General  
Meeting



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## **Management's Statement**

The Executive Board has today considered and adopted the Annual Report of DK Infrastructure Midco ApS for the financial year 1 January - 31 December 2019.

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 at 31 December 2019 of the Company and of the results of the Company operations for 2019.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Taastrup, 30 April 2020

### **Executive Board**

Martin Nicholas Calderbank  
CEO

Kevin Kristoffer Ehnhuus  
Iermiin  
CEO

# Independent Auditor's Report

To the Shareholders of DK Infrastructure Midco ApS

## Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of DK Infrastructure Midco ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the 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' 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 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.

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

# Independent Auditor's Report

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.

Hellerup, 30 April 2020

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Bo Schou-Jacobsen  
State Authorised Public Accountant  
mne28703

Michael Krath  
State Authorised Public Accountant  
mne34155

## **Company Information**

### **The Company**

DK Infrastructure Midco ApS  
Banestrøget 19  
DK-2630 Taastrup

CVR No: 39 95 17 38

Financial period: 1 January - 31 December

Municipality of reg. office: Høje Taastrup

### **Executive Board**

Martin Nicholas Calderbank  
Kevin Kristoffer Ehnhuus Iermiin

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Income Statement 1 January - 31 December

	Note	2019 TDKK	2018 TDKK
Other external expenses		-112	-25
<b>Gross profit/loss</b>		<b>-112</b>	<b>-25</b>
Income from investments in subsidiaries	3	35.326	-34.504
Financial income	4	21.182	1.814
Financial expenses	5	-21.745	-1.861
<b>Profit/loss before tax</b>		<b>34.651</b>	<b>-34.576</b>
Tax on profit/loss for the year	6	128	16
<b>Net profit/loss for the year</b>		<b>34.779</b>	<b>-34.560</b>

## Distribution of profit

### Proposed distribution of profit

Reserve for net revaluation under the equity method	822	0
Retained earnings	33.957	-34.560
	<b>34.779</b>	<b>-34.560</b>

# Balance Sheet 31 December

## Assets

	Note	2019 TDKK	2018 TDKK
Investments in subsidiaries	7	100.822	65.496
Receivables from group enterprises		232.995	211.814
<b>Fixed asset investments</b>		<b>333.817</b>	<b>277.310</b>
<b>Fixed assets</b>		<b>333.817</b>	<b>277.310</b>
Receivables from group enterprises		36	0
Deferred tax asset		0	16
Corporation tax receivable from group enterprises		138	0
<b>Receivables</b>		<b>174</b>	<b>16</b>
<b>Cash at bank and in hand</b>		<b>68</b>	<b>150</b>
<b>Currents assets</b>		<b>242</b>	<b>166</b>
<b>Assets</b>		<b>334.059</b>	<b>277.476</b>



# Balance Sheet 31 December

## Liabilities and equity

	Note	2019 TDKK	2018 TDKK
Share capital		1.000	1.000
Reserve for net revaluation under the equity method		822	0
Retained earnings		98.397	64.440
<b>Equity</b>	<b>8</b>	<b>100.219</b>	<b>65.440</b>
Payables to group enterprises		120.189	109.263
Other payables		113.565	102.748
<b>Long-term debt</b>	<b>9</b>	<b>233.754</b>	<b>212.011</b>
Trade payables		86	25
<b>Short-term debt</b>		<b>86</b>	<b>25</b>
<b>Debt</b>		<b>233.840</b>	<b>212.036</b>
<b>Liabilities and equity</b>		<b>334.059</b>	<b>277.476</b>
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## Statement of Changes in Equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
	<u>TDKK</u>	<u>TDKK</u>	<u>TDKK</u>	<u>TDKK</u>
Equity at 1 January	1.000	0	64.440	65.440
Net profit/loss for the year	0	822	33.957	34.779
<b>Equity at 31 December</b>	<b>1.000</b>	<b>822</b>	<b>98.397</b>	<b>100.219</b>

# Notes to the Financial Statements

## 1 Subsequent events

The Company is a healthy business. Many of the Company's customers have indicated that they will continue projects in progress, but there is still a risk that COVID-19 will have negative impacts on the Company's revenue and earnings in 2020. Management is monitoring developments closely. It is, however, too early yet to give an opinion as to whether and, if so, to what extent COVID-19 will impact revenue and earnings in 2020.

The implications of COVID-19 will have a great impact on the Danish and global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date (31 December 2019), which is therefore a non-adjusting event to the Company. Management has not subsequently identified any material remeasurements of assets and liabilities.

No other events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

## 2 Key activities

The company's purpose is to own shares in other companies and related activities.

## 3 Income from investments in subsidiaries

	<u>2019</u> TDKK	<u>2018</u> TDKK
Share of profits of subsidiaries	35.326	0
Share of losses of subsidiaries	<u>0</u>	<u>-34.504</u>
	<b><u>35.326</u></b>	<b><u>-34.504</u></b>

## 4 Financial income

Interest received from group enterprises	<u>21.182</u>	<u>1.814</u>
	<b><u>21.182</u></b>	<b><u>1.814</u></b>

## 5 Financial expenses

Interest paid to group enterprises	10.926	950
Other financial expenses	<u>10.819</u>	<u>911</u>
	<b><u>21.745</u></b>	<b><u>1.861</u></b>

## Notes to the Financial Statements

	2019 TDKK	2018 TDKK
<b>6 Tax on profit/loss for the year</b>		
Current tax for the year	-138	0
Deferred tax for the year	10	-16
	<b>-128</b>	<b>-16</b>
<b>7 Investments in subsidiaries</b>		
Cost at 1 January	100.000	0
Additions for the year	0	100.000
Cost at 31 December	100.000	100.000
Value adjustments at 1 January	-34.504	0
Net profit/loss for the year	35.326	-34.504
Value adjustments at 31 December	822	-34.504
<b>Carrying amount at 31 December</b>	<b>100.822</b>	<b>65.496</b>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
DK Infrastructure Midco 2 ApS	Taastrup	1.000.000	100%	100.822	35.326

# Notes to the Financial Statements

## 8 Equity

The share capital is broken down as follow:

	<u>Number</u>	<u>Nominal value</u> TDKK
A-shares	900.000	900.000
B-shares	100.000	100.000
		<u><b>1.000.000</b></u>

Each A-shares of nominally DKK 1 shall carry 1 vote. The B-shares carry no votes.

## 9 Long-term debt

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:

	<u>2019</u> TDKK	<u>2018</u> TDKK
<b>Payables to group enterprises</b>		
After 5 years	120.189	109.263
Long-term part	<u>120.189</u>	<u>109.263</u>
Within 1 year	<u>0</u>	<u>0</u>
	<u><b>120.189</b></u>	<u><b>109.263</b></u>
<b>Other payables</b>		
After 5 years	113.565	102.747
Between 1 and 5 years	0	1
Long-term part	<u>113.565</u>	<u>102.748</u>
Within 1 year	<u>0</u>	<u>0</u>
	<u><b>113.565</b></u>	<u><b>102.748</b></u>

## Notes to the Financial Statements

	2019 TDKK	2018 TDKK
<b>10 Contingent assets, liabilities and other financial obligations</b>		
<b>Charges and security</b>		
The following assets have been placed as security with other payables: Other payables have security in the shares of DK Infrastructure Midco 2 ApS. The carrying amount of the shares is	100.822	65.496

### Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of DK Infrastructure Topco ApS, which is the management company of the joint taxation purposes. 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 un-earned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

# Notes to the Financial Statements

## 11 Related parties

### Basis

#### Controlling interest

DK Infrastructure Topco ApS, Banestrøget 19, DK-2630 Taastrup	Owns 100% of the share capital of the company.
DK Infrastructure Holding S.á r.l., 51, avenue J.F. Kennedy, LU-1855 Luxemborg	Parent company for DK Infrastructure Topco ApS.

#### Transactions

All transactions with related parties have been carried out on an arm's length basis

#### Consolidated Financial Statements

The company is included in the consolidated for following company:

<u>Name</u>	<u>Place of registered office</u>
DK Infrastructure Topco ApS	DK-2630 Taastrup

# Notes to the Financial Statements

## 12 Accounting Policies

The Annual Report of DK Infrastructure Midco ApS for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019 are presented in TDKK.

### Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of DK Infrastructure Topco ApS, the Company has not prepared consolidated financial statements.

### Recognition and measurement

Revenues are 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, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

### Other external expenses

Other external expenses comprise office expenses, etc.

### Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.



# Notes to the Financial Statements

## 12 Accounting Policies (continued)

### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Danish group enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

## Balance Sheet

### Investments in subsidiaries

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

The item "Investments in subsidiaries" in the balance sheet include 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 with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

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.

### Other fixed asset investments

Other fixed asset investments consist of receivables from group enterprises.

### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

# Notes to the Financial Statements

## 12 Accounting Policies (continued)

### Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

### Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

### Financial debts

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.