

Green-2-Market Holding ApS

H C Andersens Alle 3, 6600 Vejen

CVR no. 40 31 15 05

Annual report 2019

(As of the establishment of the Company 4 March - 31 December 2019)

Approved at the Company's annual general meeting on 16 September 2020

Chairman:

.....





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Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Green-2-Market Holding ApS for the financial year as of the establishment of the Company 4 March - 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 of the Company at 31 December 2019 and of the results of the Company's operations for the financial year as of the establishment of the Company 4 March - 31 December 2019.

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.

Vandel, 16 September 2020
Executive Board:

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Poul Søndermark Svendsen
CEO

.....
Reinhold Beerling
CEO

Independent auditor's report

To the shareholders of Green-2-Market Holding ApS

Conclusion

We have conducted an extended review of the financial statements of Green-2-Market Holding ApS for the financial year as of the establishment of the Company 4 March - 31 December 2019, 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.

Based on the work we have performed, 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 as of the establishment of the Company 4 March - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the Danish Business Authority's standard on extended review for Small entities and FSR - Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Independence

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 additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

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 that 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 extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance for our conclusion on the financial statements and perform specifically required supplementary procedures to obtain additional assurance for our conclusion.

An extended review comprises procedures that primarily consist of making enquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

Statement on the Management's review

Management is responsible for the Management's review.

Our conclusion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

Independent auditor's report

In connection with our extended review 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 extended review, 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.

Kolding, 16 September 2020
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Michael Vakker Maass
State Authorised Public Accountant
mne32772

Jonas Kirk Kristiansen
State Authorised Public Accountant
mne35475

Management's review

Company details

Name	Green-2-Market Holding ApS
Address, Postal code, City	H C Andersens Alle 3, 6600 Vejen
CVR no.	40 31 15 05
Established	4 March 2019
Registered office	Vejen
Financial year	4 March - 31 December 2019
Executive Board	Poul Søndermark Svendsen, CEO Reinhold Beerling, CEO
Auditors	EY Godkendt Revisionspartnerselskab Kolding Åpark 1, 3. sal, 6000 Kolding, Denmark

Management commentary

Business review

The entity's primary activity is investment in other entities.

Financial review

The income statement for 2019 shows a loss of DKK 40,895,314, and the balance sheet at 31 December 2019 shows a negative equity of DKK 40,845,314.

The loss for the year is in all materiality due to a write down on investments in group enterprises.

During the year the Company acquired 75.5 percent of the shares in PH Energia Lda.

As a consequence of negative developments relating to PH Energia Lda. after the acquisition, including negative adjustments to results in prior year, effects of COVID-19, uncertainty relating to the market and future earnings for the company and a potential sale of the Company already in 2020 management has conservatively decided to write down the value of the investment to zero.

The parent company, Energi Innovation ApS, has stated that they intend to support the Company with the current credit facilities and loan until at least 12 months from the balance sheet date.

Events after the balance sheet date

No events, apart from the above mentioned, materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements for the period 4 March - 31 December 2019

Income statement

Note	DKK	2019 10 months
	Gross loss	-130,680
3	Staff costs	0
	Profit/ loss before net financials	-130,680
	Write-down on investments	-39,984,115
4	Financial expenses	-1,006,004
	Profit/ loss before tax	-41,120,799
5	Tax for the year	225,485
	Profit/ loss for the year	-40,895,314
	 Recommended appropriation of profit/ loss	
	Retained earnings/ accumulated loss	-40,895,314
		-40,895,314

Financial statements for the period 4 March - 31 December 2019

Balance sheet

Note	DKK	<u>2019</u>
	ASSETS	
	Fixed assets	
6	Investments	
	Investments in group enterprises	<u>0</u>
		<u>0</u>
	Total fixed assets	<u>0</u>
	Non-fixed assets	
	Receivables	
	Deferred tax assets	<u>225,485</u>
		<u>225,485</u>
	Cash	<u>2,157</u>
	Total non-fixed assets	<u>227,642</u>
	TOTAL ASSETS	<u><u>227,642</u></u>

Financial statements for the period 4 March - 31 December 2019

Balance sheet

Note	DKK	<u>2019</u>
	EQUITY AND LIABILITIES	
	Equity	
	Share capital	50,000
	Retained earnings	-40,895,314
	Total equity	<u>-40,845,314</u>
	Liabilities other than provisions	
7	Non-current liabilities other than provisions	
	Payables to group entities	41,057,666
		<u>41,057,666</u>
	Current liabilities other than provisions	
	Bank debt	290
	Trade payables	15,000
		<u>15,290</u>
	Total liabilities other than provisions	<u>41,072,956</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>227,642</u></u>

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

Financial statements for the period 4 March - 31 December 2019

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Cash payments concerning formation of enterprise	50,000	0	50,000
Transfer through appropriation of loss	0	-40,895,314	-40,895,314
Equity at 31 December 2019	50,000	-40,895,314	-40,845,314

Financial statements for the period 4 March - 31 December 2019

Notes to the financial statements

1 Accounting policies

The annual report of Green-2-Market Holding ApS for 2019 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.

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

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.

Foreign group entities

Foreign subsidiaries and associates are considered separate entities. Items in such entities' income statements are translated at an average exchange rate for the month, and balance sheet items are translated at closing rates. Foreign exchange differences arising on translation of the opening equity of foreign subsidiaries to closing rates and on translation of the income statements from average exchange rates to closing rates are taken directly to equity.

Income statement

Gross loss

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

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.

Financial statements for the period 4 March - 31 December 2019

Notes to the financial statements

1 Accounting policies (continued)

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 Company and its Danish group entities are jointly taxed. 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

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary during the period of ownership are treated as a reduction in the cost of acquisition.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

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

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.

Financial statements for the period 4 March - 31 December 2019

Notes to the financial statements

1 Accounting policies (continued)

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.

Cash

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

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.

2 Unusual circumstances

During the year the Company acquired 75.5 percent of the shares in PH Energia Lda.

As a consequence of negative developments relating to PH Energia Lda. after the acquisition, including negative adjustments to results in prior year, effects of COVID-19, uncertainty relating to the market and future earnings for the company and a potential sale of the Company already in 2020 management has conservatively decided to write down the value of the investment to zero.

As a consequence of the write down of investment the Company has lost more than 50% of its equity, and is therefore subject to section 119 of the Danish Companies Act.

The parent company, Energi Innovation ApS, has stated that they intend to support the Company with the current credit facilities and loan until at least 12 months from the balance sheet date.

The company's management expects equity restored through future earnings or capital injection.

Financial statements for the period 4 March - 31 December 2019

Notes to the financial statements

	2019
	10 months
DKK	<u> </u>
3 Staff costs	
The Company has no employees.	
4 Financial expenses	
Interest expenses, group entities	1,006,004
	<u>1,006,004</u>
5 Tax for the year	
Deferred tax	-225,485
	<u>-225,485</u>
6 Investments	
	Investments in
	group
	enterprises
DKK	<u> </u>
Cost at 4 March 2019	0
Additions	39,984,115
Cost at 31 December 2019	39,984,115
Impairment losses	-39,984,115
Value adjustments at 31 December 2019	-39,984,115
Carrying amount at 31 December 2019	<u>0</u>
	<u> </u>
Name	Legal form
	Domicile
	Interest
Subsidiaries	
PH Energia Lda	Lda
	Portugal
	75.50%

Financial statements for the period 4 March - 31 December 2019

Notes to the financial statements

7 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 0 falls due for payment after more than 5 years after the balance sheet date.

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly taxed with its parent, Poss Holding ApS, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes for the income year 2019 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment on or after 2019.

9 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2019.

10 Related parties

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Energi Innovation ApS	Vejen	cvr.dk

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Poul Søndermark Svendsen

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Jonas Kristiansen

Statsautoriseret revisor

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