



VADSKÆR  
KRØMMELBEIN  
STATSAUTORISERET  
REVISIONSANPARTSSELSKAB

# Annual report for the period 1 January to 31 December 2023

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## NSF III Penta Holding ApS

Southamptongade 4, 2150 Nordhavn

CVR no. 40 67 46 40

Adopted at the annual general meeting on 2  
July 2024

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Stine Seneberg  
chairman

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

The executive board has today discussed and approved the annual report of NSF III Penta Holding ApS 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 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 by the company in general meeting.

Nordhavn, 2 July 2024

### **Executive board**

Thomas Ebbe Riise-Jakobsen

Mohamad Awad

Toke Sundenæs Clausen

Stine Seneberg

## **Independent auditor's report**

### ***To the shareholder of NSF III Penta Holding ApS***

#### **Opinion**

We have audited the financial statements of NSF III Penta Holding ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including summary of significant accounting policies. 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 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.

#### **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.

## **Independent auditor's report**

Brøndby, 2 July 2024

Vadskær Krømmelbein  
Statsautoriseret Revisionsanpartsselskab  
CVR no. 40 68 97 45

Michael Kodama Krømmelbein  
Statsautoriseret revisor  
mne44139

## Company details

### The company

NSF III Penta Holding ApS  
Southamptongade 4  
2150 Nordhavn

CVR no.: 40 67 46 40

Reporting period: 1 January - 31 December 2023

Incorporated: 17 July 2019

Financial year: 5th financial year

Domicile: Copenhagen

### Executive board

Thomas Ebbe Riise-Jakobsen  
Mohamad Awad  
Toke Sundenæs Clausen  
Stine Seneberg

### Auditors

Vadskær Krømmelbein  
Statsautoriseret Revisionsanpartsselskab  
Vibeholms Allé 16  
2605 Brøndby

### Bankers

Danske Bank A/S  
Lersø Parkallé 100  
2100 København Ø

## Income statement 1 January 2023 - 31 December 2023

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
<b>Gross loss</b>	3	<b>-162,317</b>	<b>-121,383</b>
Impairment losses on financial assets		-65,874,567	0
Financial costs	5	<u>-4,331,171</u>	<u>-4,573,101</u>
<b>Profit/loss before tax</b>		<b>-70,368,055</b>	<b>-4,694,484</b>
Tax on profit/loss for the year	6	<u>-5,840,442</u>	<u>1,011,072</u>
<b>Profit/loss for the year</b>		<b><u>-76,208,497</u></b>	<b><u>-3,683,412</u></b>
 <b>Recommended appropriation of profit/loss</b>			
Retained earnings		<u>-76,208,497</u>	<u>-3,683,412</u>
		<b><u>-76,208,497</u></b>	<b><u>-3,683,412</u></b>



## Balance sheet at 31 December 2023

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
<b>Assets</b>			
Investments in associates		<u>0</u>	<u>65,874,567</u>
<b>Fixed asset investments</b>		<u><b>0</b></u>	<u><b>65,874,567</b></u>
<b>Total non-current assets</b>		<u><b>0</b></u>	<u><b>65,874,567</b></u>
Deferred tax asset		0	6,082,845
Joint taxation contributions receivable		<u>221,886</u>	<u>63,219</u>
<b>Receivables</b>		<u><b>221,886</b></u>	<u><b>6,146,064</b></u>
<b>Cash at bank and in hand</b>		<u><b>3,307,163</b></u>	<u><b>3,437,474</b></u>
<b>Total current assets</b>		<u><b>3,529,049</b></u>	<u><b>9,583,538</b></u>
<b>Total assets</b>		<u><u><b>3,529,049</b></u></u>	<u><u><b>75,458,105</b></u></u>

## Balance sheet at 31 December 2023

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
<b>Equity and liabilities</b>			
Share capital		70,000	60,000
Share premium account		0	40,490,000
Retained earnings		<u>-51,806,309</u>	<u>-18,577,812</u>
<b>Equity</b>		<b><u>-51,736,309</u></b>	<b><u>21,972,188</u></b>
Payables to subsidiaries		<u>55,205,530</u>	<u>53,378,702</u>
<b>Total non-current liabilities</b>	7	<b><u>55,205,530</u></b>	<b><u>53,378,702</u></b>
Trade payables		<u>59,828</u>	<u>107,215</u>
<b>Total current liabilities</b>		<b><u>59,828</u></b>	<b><u>107,215</u></b>
<b>Total liabilities</b>		<b><u>55,265,358</u></b>	<b><u>53,485,917</u></b>
<b>Total equity and liabilities</b>		<b><u>3,529,049</u></b>	<b><u>75,458,105</u></b>
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## Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
Equity at 1 January 2023	60,000	40,490,000	-18,577,812	21,972,188
Increase of capital by conversion of debt	10,000	2,490,000	0	2,500,000
Net profit/loss for the year	0	0	-76,208,497	-76,208,497
Transfer from share premium account	0	-42,980,000	42,980,000	0
<b>Equity at 31 December 2023</b>	<b>70,000</b>	<b>0</b>	<b>-51,806,309</b>	<b>-51,736,309</b>

## Notes

### 1 Accounting policies

The annual report of NSF III Penta Holding ApS for 2023 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 accounting policies applied are consistent with those of last year.

The annual report for 2023 is presented in DKK

The management has changes its estimate on the recoverable value of investments in subsidiaries and loan to group enterprises based on fair value of the asset in the subsidiary, thus impaired investments in subsidiaries and loans to group enterprises. This have negative effected the profit/loss, balance sheet and equity negatively with DKK 65,874,567.

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

#### **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.

## Notes

### 1 Accounting policies

#### Income statement

##### Gross loss

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross loss comprises other external expenses.

##### Other external expenses

Other external expenses include expenses related to administration etc.

##### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses as well as realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions.

##### Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

##### Tax on profit/loss for the year

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

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, 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.

#### Balance sheet

##### Investments in associates

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

##### Receivables

Receivables are measured at amortised cost.

## Notes

### 1 Accounting policies

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 is impaired, an impairment loss for that individual asset is recognised.

#### Cash and cash equivalents

Cash and cash equivalents comprise deposits at banks.

#### 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.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

#### 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.

#### 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.

## Notes

### 2 Main activity

The company's key activity are as a holding company to hold, directly or indirectly, shares or other financial instruments in companies and any other activity that the executive board deem related there to.

### 3 Special items

Management has decided to impair financial assets of DKK 65,847,567 due to the expectations to profit from the investment in the subsidiary. The impairment has been recognised through the profit and loss on "impairment losses on financial assets".

### 4 Staff costs

	<u>2023</u> DKK	<u>2022</u> DKK
Number of fulltime employees on average	<u>0</u>	<u>0</u>

### 5 Financial costs

Financial expenses, group entities	4,326,828	4,550,514
Other financial costs	4,008	22,492
Exchange loss	<u>335</u>	<u>95</u>
	<u><b>4,331,171</b></u>	<u><b>4,573,101</b></u>

### 6 Tax on profit/loss for the year

Current tax for the year	-158,667	-63,219
Deferred tax for the year	5,953,067	-1,195,795
Adjustment of tax concerning previous years	-83,736	-98,238
Adjustment of deferred tax concerning previous years	<u>129,778</u>	<u>346,180</u>
	<u><b>5,840,442</b></u>	<u><b>-1,011,072</b></u>

## Notes

### 7 Long term debt

	<u>2023</u>	<u>2022</u>
	DKK	DKK
<b>Payables to subsidiaries</b>		
After 5 years	55,205,530	53,378,702
Non-current portion	55,205,530	53,378,702
Within 1 year	<u>0</u>	<u>0</u>
Current portion	<u>0</u>	<u>0</u>
	<u><b>55,205,530</b></u>	<u><b>53,378,702</b></u>

### 8 Contingent liabilities

#### Joint taxation

The Danish 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 NSF III Advisory Denmark ApS, which is the management company of the joint taxation purposes.

Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

### 9 Disclosure of consolidated financial statements

#### Consolidated financial statements

The company is reflected in the group report as the parent company NREP Nordic Strategies Fund III LP, Luxembourg.