

Africa Infrastructure Fund Ports & Logistics K/S

**Lyngby Hovedgade 85, DK-2800 Kongens
Lyngby**

CVR no. 40 81 89 44

Annual report for 2023

Adopted at the annual general meeting
on 24 June, 2024

Simon Krogh
Chairman

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Company details

Company

Africa Infrastructure Fund Ports & Logistics K/S
Lyngby Hovedgade 85
DK-2800 Kongens Lyngby

CVR no.: 40 81 89 44

Financial year

1 January - 31 December 2023

General Partner

Africa Infrastructure Fund Ports & Logistics GP ApS

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Statement by Management on the annual report

The General Partner has today discussed and approved the annual report of Africa Infrastructure Fund Ports & Logistics K/S for the financial year 1 January - 31 December 2023.

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

In my 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 my opinion, management's review includes a fair review of the matters dealt with in the management's review.

The General Partner recommends that the annual report should be approved by the Company at the annual general meeting.

Copenhagen, 24 June 2024

On behalf of Africa Infrastructure Fund Ports & Logistics GP ApS

Joe Nicklaus Nielsen
Director

Independent Auditor's report

To the shareholder of Africa Infrastructure Fund Ports & Logistics K/S

Opinion

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.

We have audited the financial statements of AIF Ports & Logistics K/S for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies ("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.

Statement on Management's review

Management is responsible for Management's Review.

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

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

Independent Auditor's report

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 judgment and maintain professional skepticism 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

Independent Auditor's report

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.

Copenhagen, 24 June 2024

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Thomas Wraae Holm
State Authorised Public Accountant
mne30141

René Otto Poulsen
State Authorised Public Accountant
mne26718

Management's review

Business review

The purpose of the Company is to generate returns on the invested capital by investing in AIF Ports & Logistics LLP.

Financial review

The company's income statement for the year ended 31 December 2023 shows a loss of USD 20,368 and the balance sheet at 31 December 2023 shows equity of USD 2,940,490.

Significant events occurring after the end of the financial year

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

Income statement 1 January - 31 December

	Note	<u>2023</u> USD	<u>2022</u> USD
Other external expenses		<u>-50,671</u>	<u>-50,456</u>
Gross profit		-50,671	-50,456
Financial income		30,303	25,741
Financial expenses		<u>0</u>	<u>-12</u>
Profit/loss for the year		<u>-20,368</u>	<u>-24,727</u>
 Distribution of profit			
Retained earnings		-51,214	-49,727
Extraordinary dividend paid		<u>30,846</u>	<u>25,000</u>
		<u>-20,368</u>	<u>-24,727</u>

Balance sheet 31 December

	<u>Note</u>	<u>2023</u> USD	<u>2022</u> USD
Assets			
Other investments		<u>2,966,648</u>	<u>2,950,769</u>
Fixed asset investments		<u>2,966,648</u>	<u>2,950,769</u>
Total non-current assets		<u>2,966,648</u>	<u>2,950,769</u>
Receivables from Group entities		<u>464,819</u>	<u>521,932</u>
Receivables		<u>464,819</u>	<u>521,932</u>
Cash at bank and in hand		<u>6,260</u>	<u>1,484</u>
Total current assets		<u>471,079</u>	<u>523,416</u>
Total assets		<u>3,437,727</u>	<u>3,474,185</u>

Balance sheet 31 December

	<u>Note</u>	<u>2023</u> USD	<u>2022</u> USD
Equity and liabilities			
Contributed capital		3,150,186	3,066,819
Retained earnings		<u>-209,696</u>	<u>-158,482</u>
Equity		<u>2,940,490</u>	<u>2,908,337</u>
Trade payables		5,239	16,737
Payables to Group entities		<u>491,998</u>	<u>549,111</u>
Total current liabilities		<u>497,237</u>	<u>565,848</u>
Total liabilities		<u>497,237</u>	<u>565,848</u>
Total equity and liabilities		<u>3,437,727</u>	<u>3,474,185</u>
Staff expenses	1		

Statement of changes in equity

	<u>Contributed capital</u> USD	<u>Retained earnings</u> USD	<u>Total</u> USD
Equity at 1 January 2023	3,066,819	-158,482	2,908,337
Cash capital increase	83,367	0	83,367
Extraordinary dividend paid	0	-30,846	-30,846
Net profit/loss for the year	<u>0</u>	<u>-20,368</u>	<u>-20,368</u>
Equity at 31 December 2023	<u>3,150,186</u>	<u>-209,696</u>	<u>2,940,490</u>

Notes

	<u>2023</u>	<u>2022</u>
1 Staff expenses		
Average number of employees	<u>0</u>	<u>0</u>

Accounting policies

The annual report of Africa Infrastructure Fund Ports & Logistics K/S for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B including certain requirements from reporting class C.

The accounting policies applied are consistent with those of last year.

The annual report for 1 January – 31 December 2023 is presented in USD.

Exch.rate USD/DKK 2022: 697,22

Exch.rate USD/DKK 2023: 674,47

Basis of recognition and measurement

Income is recognized in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortization, depreciation and impairment losses, are also recognized in the income statement.

Assets are recognized 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 recognized 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 amortized cost using the effective interest method. Amortized cost is calculated as the historic cost less any installments and plus/less the accumulated amortization 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.

Accounting policies

Income statement

Other external expenses

Other external expenses include expenses related to administration, etc.

Financial income and expenses

Financial income and expenses are recognized in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realized and unrealized capital/exchange gains and losses on securities and foreign currency transactions, amortization of mortgage loans etc.

Tax on profit/loss for the year

The Company is tax transparent and consequently tax has not been recognized.

Balance sheet

Other investments

Other investments are measured at cost, as the fair value of the investments cannot be measured reliably. Where cost exceeds the recoverable amount, write-down is made to lower this value.

Receivables

Receivables are measured at amortised cost. Write-downs for bad debt are based on individual assessment of receivables.

Cash at bank and in hand

Cash at bank and in hand comprise cash.

Liabilities

Liabilities, which include trade payables and other payables, are measured at amortized cost, which is usually equivalent to nominal value.

Accounting policies

Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction.

Receivables, liabilities and other items in foreign currencies which have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date.

Realized and unrealized exchange rate adjustments are included in the income statement as financial income/expenses.