

Temporary Space Nordics Pavilions A/S

Kærup Parkvej 10, 4100 Ringsted

CVR no. 40 88 12 39

Annual report 2019/20

(As of the establishment of the Company 23 October 2019 - 31 December 2020)

Approved at the Company's annual general meeting on 14 July 2021

Chair of the meeting:

Magnus Kjellin.....

The following is a translation of an original Danish document. The original Danish document is the governing document for all purposes, and in case of any discrepancy, the Danish wording will be applicable.





Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements for the period 23 October 2019 - 31 December 2020	8
Income statement	8
Balance sheet	9
Statement of changes in equity	11
Notes to the financial statements	12

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Temporary Space Nordics Pavilions A/S for the financial year as of the establishment of the Company 23 October 2019 - 31 December 2020.

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 2020 and of the results of the Company's operations for the financial year as of the establishment of the Company 23 October 2019 - 31 December 2020.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.


Ringsted, 14 July 2021
Executive Board:



Magnus Kjellin
CEO

Board of Directors:


Steinar Aasland
Chair


Simon Gordon


James O'Malley


Sundip Thakrar


Magnus Kjellin

Independent auditor's report

To the shareholders of Temporary Space Nordics Pavilions A/S

Opinion

We have audited the financial statements of Temporary Space Nordics Pavilions A/S for the financial year as of the establishment of the Company 23 October 2019 - 31 December 2020, 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.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2020 and of the results of the Company's operations for the financial year as of the establishment of the company 23 October 2019 - 31 December 2020 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 the 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 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 as to 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 the 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.

Independent auditor's report

- ▶ 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 note 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.

Statement on the Management's review

Management is responsible for the Management's review.

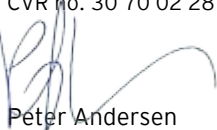
Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read 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 audit, 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.

Copenhagen, 14 July 2021
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Peter Andersen
State Authorised Public Accountant
mne34313



Management's review

Company details

Name	Temporary Space Nordics Pavilions A/S
Address, Postal code, City	Kærup Parkvej 10, 4100 Ringsted
CVR no.	40 88 12 39
Established	23 October 2019
Registered office	Ringsted kommune
Financial year	23 October 2019 - 31 December 2020
Website	www.temporaryspace.dk
E-mail	info@temporaryspace.dk
Telephone	+45 70 11 34 34
Board of Directors	Steinar Aasland, Chairman Simon Gordon James O'Malley Sundip Thakrar Magnus Kjellin
Executive Board	Magnus Kjellin, CEO
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Financial highlights

DKK	2019/20 15 months
-----	----------------------

Key figures

Gross profit	53,749,857
Operating profit/loss	-14,792,804
Profit/loss before tax	-23,415,372
Profit/loss for the year	-23,415,372

Fixed assets	292,538,534
Total assets	338,199,797
Equity	32,490,644

Financial ratios

Current ratio	15.0%
Return on equity	-142.4%

Average number of employees	15
------------------------------------	-----------

For terms and definitions, please see the accounting policies.

Management's review

Business review

Temporary Space Nordics Pavilions A/S is a Nordic provider of module based temporary space solutions such as pre-schools, schools, accommodation and offices. The solutions are offered to public and private sector clients. The business was formed on October 23, 2019 when TS Nordics Holding AB bought the Nordic temporary space activities of G.S.V. Materieludlejning A/S. The business is organized in four operative subsidiaries in Sweden, Norway, Denmark and Finland.

Along with business growth ambitions, the focus of the business during 2020 has been to establish a stand alone business by setting up collaboration with service providers and suppliers. During 2021 the strategical focus on growth will continue and the collaboration with the new Nordics sister companies within th Modulaire Group will be further increased.

Temporary Space Nordics Pavilions A/S has its registered offices at Kærup Parkvej 10, 4100 Ringsted. At 31.12 2020 it had 14 employees.

Financial review

The income statement for 2019/20 shows a loss of DKK 23,415,372, and the balance sheet at 31 December 2020 shows equity of DKK 32,490,644.

The financial situation of the business is good, contracts with clients have a relatively long average duration, so that revenue visibility for at least the coming year is good. Further information can be found in the annual accounts.

The board proposes that after-tax earnings to be brought forward into new accounts.

It is the view of the management and the board that the accounts provide a true and fair view of the 2020 results and the financial position of the company at 31.12.2020. There has to the board's knowledge not been any events between 31.12 2020 until today that influences the accounts and the company's financial position as of 31.12.2020.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

Temporary Space Nordics Pavilions A/S aims to be a leading provider of high-quality temporary space solutions for public and private sector clients. It sees growing demand in all its markets, and aims to grow in these.

The Board expresses it gratitude to all employees for their good efforts and results in 2020.

Financial statements for the period 23 October 2019 - 31 December 2020

Income statement

Note	DKK	2019/20 15 months
	Gross profit	53,749,857
2	Staff costs	-9,295,324
3	Amortisation/depreciation of intangible assets and property, plant and equipment	-59,247,337
	Profit/loss before net financials	-14,792,804
	Financial income	100,402
4	Financial expenses	-8,722,970
	Profit/loss before tax	-23,415,372
	Tax for the year	0
	Profit/loss for the year	<u>-23,415,372</u>

Financial statements for the period 23 October 2019 - 31 December 2020

Balance sheet

Note	DKK	2019/20	Opening balance at 23 October 2019
	ASSETS		
	Fixed assets		
5	Intangible assets		
	Acquired intangible assets	37,840,000	0
	Goodwill	90,383,566	0
		<u>128,223,566</u>	<u>0</u>
6	Property, plant and equipment		
	Plant and machinery	163,063,916	0
	Fixtures and fittings, other plant and machinery	665,154	0
	Leasehold improvements	585,898	0
		<u>164,314,968</u>	<u>0</u>
	Total fixed assets	<u>292,538,534</u>	<u>0</u>
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	274,815	0
		<u>274,815</u>	<u>0</u>
	Receivables		
	Trade receivables	16,371,548	0
	Receivables from group enterprises	345,528	0
	Other receivables	999,373	0
7	Prepayments	70,281	0
		<u>17,786,730</u>	<u>0</u>
	Cash	<u>27,599,718</u>	<u>400,000</u>
	Total non-fixed assets	<u>45,661,263</u>	<u>400,000</u>
	TOTAL ASSETS	<u><u>338,199,797</u></u>	<u><u>400,000</u></u>

Financial statements for the period 23 October 2019 - 31 December 2020

Balance sheet

Note	DKK	2019/20	Opening balance at 23 October 2019
	EQUITY AND LIABILITIES		
	Equity		
8	Share capital	10,000,000	400,000
	Retained earnings	22,490,644	0
	Total equity	<u>32,490,644</u>	<u>400,000</u>
	Liabilities other than provisions		
9	Non-current liabilities other than provisions		
	Holiday funds	560,313	0
		<u>560,313</u>	<u>0</u>
	Current liabilities other than provisions		
	Trade payables	6,400,374	0
	Payables to group enterprises	295,336,893	0
	Other payables	3,411,573	0
		<u>305,148,840</u>	<u>0</u>
	Total liabilities other than provisions	<u>305,709,153</u>	<u>0</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>338,199,797</u></u>	<u><u>400,000</u></u>

- 1 Accounting policies
- 10 Contractual obligations and contingencies, etc.
- 11 Collateral
- 12 Related parties
- 13 Appropriation of profit/loss

Financial statements for the period 23 October 2019 - 31 December 2020

Statement of changes in equity

Note	DKK	Share capital	Retained earnings	Total
	Cash payments concerning formation of enterprise	400,000	0	400,000
	Additions on merger/corporate acquisition	9,600,000	45,906,016	55,506,016
13	Transfer, see "Appropriation of profit/loss"	0	-23,415,372	-23,415,372
	Equity at 31 December 2020	10,000,000	22,490,644	32,490,644

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

1 Accounting policies

The annual report of Temporary Space Nordics Pavilions A/S for 2019/20 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement is prepared for the parent company, as its cash flows are reflected in the consolidated cash flow statement.

Basis of recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the entity, and the value of the asset can be measured reliably. Liabilities are recognised in the balance sheet when the entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the entity, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item. Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

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.

Income statement

Revenue

When renting and selling equipment, revenue are recognised when the benefits and risks relating to the rented and sold goods have been passed to the buyer, the revenue can be measured reliably, and the economic benefits of the sale are likely to accrue to the company.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit

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

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

1 Accounting policies (continued)

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

Goodwill is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 5 years.

The basis of amortisation/depreciation, which is calculated as cost less any residual value, is amortised/depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Goodwill	5 years
Plant and machinery	3-15 years
Fixtures and fittings, other plant and machinery	3-15 years
Leasehold improvements	10-20 years

Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

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 entity is jointly taxed with other group entities. 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.

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

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.

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.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash.

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

1 Accounting policies (continued)

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.

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

DKK	2019/20 15 months		
2 Staff costs			
Wages/salaries	7,925,654		
Pensions	1,247,903		
Other social security costs	55,703		
Other staff costs	66,064		
	9,295,324		
	2019/20		
Average number of full-time employees	15		
The Executive Board is placed in the parent company, Temporary Space Nordics AB. The remuneration is paid through management fee.			
3 Amortisation/depreciation of intangible assets and property, plant and equipment			
Amortisation of intangible assets	32,055,891		
Depreciation of property, plant and equipment	27,191,446		
	59,247,337		
4 Financial expenses			
Interest expenses, group entities	8,527,341		
Exchange losses	32,793		
Other financial expenses	162,836		
	8,722,970		
5 Intangible assets			
DKK	Acquired intangible assets	Goodwill	Total
Additions through mergers and business combinations	47,300,000	112,979,457	160,279,457
Cost at 31 December 2020	47,300,000	112,979,457	160,279,457
Amortisation for the year	9,460,000	22,595,891	32,055,891
Impairment losses and amortisation at 31 December 2020	9,460,000	22,595,891	32,055,891
Carrying amount at 31 December 2020	37,840,000	90,383,566	128,223,566

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

6 Property, plant and equipment

DKK	Plant and machinery	Fixtures and fittings, other plant and machinery	Leasehold improvements	Total
Additions on merger/corporate acquisition	178,601,610	777,513	620,877	180,000,000
Additions	14,423,575	31,600	0	14,455,175
Disposals	-5,758,211	-32,495	0	-5,790,706
Cost at 31 December 2020	187,266,974	776,618	620,877	188,664,469
Depreciation	27,012,508	143,959	34,979	27,191,446
Reversal of accumulated depreciation and impairment of assets disposed	-2,809,450	-32,495	0	-2,841,945
Impairment losses and depreciation at 31 December 2020	24,203,058	111,464	34,979	24,349,501
Carrying amount at 31 December 2020	163,063,916	665,154	585,898	164,314,968

7 Prepayments

Prepayments consists of advance payments to vendors.

8 Share capital

Analysis of changes in the share capital over the past 2 years:

DKK	2019/20	Opening balance at 23 October 2019
Establishment	400,000	400,000
Capital increase	9,600,000	0
	10,000,000	400,000

9 Non-current liabilities other than provisions

DKK	Total debt at 31/12 2020	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Holiday funds	560,313	0	560,313	0
	560,313	0	560,313	0

Financial statements for the period 23 October 2019 - 31 December 2020

Notes to the financial statements

10 Contractual obligations and contingencies, etc.

Other contingent liabilities

The company has contingent liabilities arising from contractual agreements regarding rent of officebuildings marking a total contingent liability of kr. 35,2 mio.

The Company is jointly taxed with other Danish group companies. As subsidiary, the Company has unlimited joint and several liability, together with other group companies, for payment of Danish corporation taxes and withholding taxes on dividends, interests and royalties within the joint taxation group. The jointly taxed entities' total known net liability in respect for the administration company, Freeze HoldCo ApS, reg. number 38 60 61 31. Any subsequent corrections of income subject to joint taxation and withholding taxes, etc., may entail that the entities' liability will increase.

The Company has been jointly taxed with other Danish group companies throughout 2020 until October. This taxation is described above. From October to the report date the Company has been jointly taxed with the company Temporary Space Nordics ApS.

Other financial obligations

Temporary Space Nordics Pavilions A/S has a short term loan from group entities amounting to 295 million DKK. The creditor has confirmed that it does not intend to demand repayment in the period up to the annual general meeting where the annual report for 2021 are approved.

11 Collateral

As security for the Company's debt to banks, creditors and other suppliers, the Company has provided security or other collateral in its assets for a total amount of TDKK 3.633.

12 Related parties

Temporary Space Nordics Pavilions A/S' related parties comprise the following:

Parties exercising control

Related party	Domicile	Basis for control
Temporary Space Nordics AB, 559169-2255	Frekvensvägen 2, 196 92 Kungsängen, Stockholm	Shareholder

Information about consolidated financial statements

Parent	Domicile
TS Nordics Group AB	Ullevivägen 17, 197 40 Bro, Stockholms län

	2019/20 15 months
DKK	
13 Appropriation of profit/loss	
Recommended appropriation of profit/loss	
Retained earnings/accumulated loss	-23,415,372
	<u>-23,415,372</u>