
Infranode Vandel Holding ApS

Koldinghus Alle 1C, DK-4690 Haslev

Annual Report for 2022

CVR No. 41 00 12 91

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 26/6 2023

Max Engardt
Chairman of the
general meeting



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Management's statement

The Executive Board and Board of Directors have today considered and adopted the Financial Statements of Infranode Vandel Holding ApS for the financial year 1 January - 31 December 2022.

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 2022 of the Company and of the results of the Company operations for 2022.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Financial Statements be adopted at the Annual General Meeting.

Haslev, 26 June 2023

Executive Board

Daniel Oliver Møbius Oxholm
CEO

Board of Directors

Claus Hartmann
Chairman

Aleksi Juhani Graan

Max Magnuz Antero Engardt

Independent Auditor's report

To the shareholder of Infranode Vandel Holding ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Infranode Vandel Holding ApS for the financial year 1 January - 31 December 2022, 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' 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.

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.

Independent Auditor's report

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 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.

Ringsted, 26 June 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Martin Langhoff Hansen

State Authorised Public Accountant

mne36027

Nikolaj Frausing Borch

State Authorised Public Accountant

mne44062

Company information

The Company	Infranode Vandel Holding ApS Koldinghus Alle 1C DK-4690 Haslev CVR No: 41 00 12 91 Financial period: 1 January - 31 December Municipality of reg. office: Faxe
Board of Directors	Claus Hartmann, chairman Aleksi Juhani Graan Max Magnuz Antero Engardt
Executive Board	Daniel Oliver Møbius Oxholm
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Eventyrvej 16 4100 Ringsted

Management's review

Key activities

The entity's purpose is to act as a financing and holding company for its subsidiaries.

Development in the year

The income statement of the Company for 2022 shows a profit of EUR 1,198,007, and at 31 December 2022 the balance sheet of the Company shows positive equity of EUR 18,189,306.

Subsequent events

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

Income statement 1 January - 31 December

	Note	2022	2021
		EUR	EUR
Gross loss		-59,011	-29,240
Financial income	1	3,211,587	144,663
Financial expenses	2	-1,617,414	-65,375
Profit/loss before tax		1,535,162	50,048
Tax on profit/loss for the year		-337,155	-11,011
Net profit/loss for the year		1,198,007	39,037

Distribution of profit

	2022	2021
	EUR	EUR
Proposed distribution of profit		
Retained earnings	1,198,007	39,037
	1,198,007	39,037

Balance sheet 31 December

Assets

	Note	2022	2021
		EUR	EUR
Investments in subsidiaries	3	7,547,597	9,077,115
Receivables from group enterprises		55,637,726	0
Other receivables		0	60,799,999
Fixed asset investments		63,185,323	69,877,114
Fixed assets		63,185,323	69,877,114
Receivables from group enterprises		2,929,009	460
Other receivables		0	3,344,664
Receivables		2,929,009	3,345,124
Cash at bank and in hand		4,082,309	2,160,314
Current assets		7,011,318	5,505,438
Assets		70,196,641	75,382,552

Balance sheet 31 December

Liabilities and equity

	Note	2022	2021
		EUR	EUR
Share capital		8,921	8,921
Retained earnings		18,180,385	6,207,648
Equity		18,189,306	6,216,569
Payables to group enterprises		51,647,654	60,051,444
Long-term debt	4	51,647,654	60,051,444
Trade payables		11,766	3,910
Payables to group enterprises		0	138
Corporation tax		337,156	10,686
Other payables		10,759	9,099,805
Short-term debt		359,681	9,114,539
Debt		52,007,335	69,165,983
Liabilities and equity		70,196,641	75,382,552
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Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
	EUR	EUR	EUR	EUR
Equity at 1 January	8,921	0	6,207,648	6,216,569
Cash capital increase	5,353	10,769,377	0	10,774,730
Cash capital reduction	-5,353	0	5,353	0
Net profit/loss for the year	0	0	1,198,007	1,198,007
Transfer from share premium account	0	-10,769,377	10,769,377	0
Equity at 31 December	8,921	0	18,180,385	18,189,306

Notes to the Financial Statements

	2022	2021
	EUR	EUR
1. Financial income		
Interest received from group enterprises	820,652	0
Other financial income	2,387,581	144,663
Exchange adjustments	3,354	0
	<u>3,211,587</u>	<u>144,663</u>

	2022	2021
	EUR	EUR
2. Financial expenses		
Interest paid to group enterprises	1,596,210	48,503
Other financial expenses	21,204	16,872
	<u>1,617,414</u>	<u>65,375</u>

	2022	2021
	EUR	EUR
3. Investments in subsidiaries		
Cost at 1 January	9,077,116	4,033
Additions for the year	0	9,073,082
Disposals for the year	-1,529,519	0
Cost at 31 December	<u>7,547,597</u>	<u>9,077,115</u>
Carrying amount at 31 December	<u>7,547,597</u>	<u>9,077,115</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership	Equity	Net profit/loss for the year
Infranode Vandel Holding II ApS	Haslev	EUR 6,721	60%	6,491,600	6,425,996
				<u>6,491,600</u>	<u>6,425,996</u>

The disposal concerns a final adjustment to the expected purchase price, that has been settled during the year.

Notes to the Financial Statements

4. 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>2022</u>	<u>2021</u>
	EUR	EUR
Payables to group enterprises		
After 5 years	51,647,654	60,051,444
Long-term part	<u>51,647,654</u>	<u>60,051,444</u>
Within 1 year	0	0
Other short-term debt to group enterprises	0	138
Short-term part	<u>0</u>	<u>138</u>
	<u>51,647,654</u>	<u>60,051,582</u>

5. Contingent assets, liabilities and other financial obligations

Contingent liabilities

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 by the Group amounts to EUR 714.760. 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.

Infranode Vandel Holding has a loan commitment towards the subsidiary, Infranode Vandel Holding II ApS on total EUR 6.431.062, according to the milestone payments for the solar park.

Notes to the Financial Statements

6. Accounting policies

The Annual Report of Infranode Vandel Holding ApS for 2022 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 2022 are presented in EUR.

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.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income statement

Other external expenses

Other external expenses comprise expenses for administration, etc.

Gross loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue and other external expenses.

Financial income and expenses

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

Notes to the Financial Statements

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 companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, writedown is made to this lower value.

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.

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

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