

# Mermaid Solar Holding ApS

c/o Momentum Gruppen A/S Københavnsvej 81, 4000 Roskilde

CVR no. 41 02 21 16

## Annual report 2023

Approved at the Company's annual general meeting on 4 July 2024

Chair of the meeting:

DocuSigned by:  
  
2290B1689C89431.....  
Niklas Will

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## Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Mermaid Solar 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 financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

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.

Roskilde, 4 July 2024

Executive Board:

DocuSigned by:  
*Niklas Will*  
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Niklas Will

DocuSigned by:  
*Benjamin Raußmüller*  
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Benjamin Raußmüller

## Independent auditor's report

### To the shareholder of Mermaid Solar Holding ApS

#### Conclusion

We have conducted an extended review of the financial statements of Mermaid Solar 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 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 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 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' 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.

#### Emphasis of matter regarding the extended review

As from the current financial year, the Company is subject to audit obligations, and in this connection, it has been decided to have the auditor conduct an extended review of the financial statements. We wish to emphasise that, as stated in the financial statements, the comparative figures in the financial statements have not been subject to an audit or an extended 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 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.

## Independent auditor's report

Our conclusion 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 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.

Aarhus, 4 July 2024  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Peter U. Faurshou  
State Authorised Public Accountant  
mne34502

## Management's review

### Company details

Name	Mermaid Solar Holding ApS c/o Momentum Gruppen A/S Københavnsvej 81, 4000 Roskilde
Address, Postal code, City	
CVR no.	41 02 21 16
Established	17 December 2019
Registered office	Roskilde
Financial year	1 January - 31 December
Executive Board	Niklas Will Benjamin Raußmüller
Auditors	EY Godkendt Revisionspartnerselskab Værkmestergade 25, P.O. Box 330, 8100 Aarhus C, Denmark

## Management commentary

### Business review

The entity's purpose is to own shares in companies within the operation of PV plants and, at the discretion of the Management Board, related activities.

### Financial review

The income statement for 2023 shows a profit of DKK 3 thousand against a profit of DKK 319 thousand last year, and the balance sheet at 31 December 2023 shows equity of DKK 59,909 thousand.

The result for the year is in line with managements expectations.

The Company has received a contribution from the group on DKK 60,382 thousand which has been recorded directly in the equity.

### Going concern

The ultimate parent company Encavis AG has issued a letter of support, guaranteeing to provide the Company with the capital required for the continued operations in the coming financial year 2024. The financial statements have thus been prepared on a going concern basis.

Reference is made to note 3 for more details.

### Recognition and measurement uncertainties

The purpose of the Company is to own shares and give loans to the group entities BESS M01 a K/S, Greengo Energy M01 a K/S, Greengo Energy M01 b K/S, Greengo Energy M111 K/S, Greengo Energy M23 K/S, Greengo Energy M30 K/S, Greengo Energy M34 K/S and Mermaid Solar Net K/S.

The mentioned companies have a negative equity and are currently in the process of developing solar plants or Battery Energy Storage Systems. One of the companies (Greengo Energy M01 a K/S) has completed the construction in 2023 and is expected to be profitable in the coming years.

The Company's management expects that all of the current projects under development will be profitable and be completed. As a consequence, there has not been recognised any impairment losses on receivables from group entities or investments in group entities.

There is some degree of uncertainty involved regarding the question of how the projects will be completed and/or profitable. Therefore, an uncertainty exists on whether Mermaid Solar Holding ApS will have to recognise a loss on investments/receivables from group entities in the coming years.

## **Management's review**

### **Events after the balance sheet date**

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

## Financial statements 1 January - 31 December

### Income statement

Note	DKK	2023	2022
	<b>Gross profit/ loss</b>	-343,337	-132,565
5	Financial income	8,794,301	3,276,965
6	Financial expenses	-9,023,536	-3,374,115
	<b>Profit/ loss before tax</b>	-572,572	-229,715
	Tax for the year	575,970	548,297
	<b>Profit for the year</b>	<u>3,398</u>	<u>318,582</u>
	<b>Recommended appropriation of profit</b>		
	Retained earnings	<u>3,398</u>	<u>318,582</u>
		<u>3,398</u>	<u>318,582</u>



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	2023	2022
	<b>ASSETS</b>		
	<b>Fixed assets</b>		
	<b>Investments</b>		
	Investments in group entities	58,989	58,988
	Receivables from group entities	253,984,677	181,262,716
		<u>254,043,666</u>	<u>181,321,704</u>
	<b>Total fixed assets</b>	<u>254,043,666</u>	<u>181,321,704</u>
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Joint taxation contribution receivable	1,919,570	2,727,797
	Other receivables	8,541	19,861
		<u>1,928,111</u>	<u>2,747,658</u>
	<b>Cash</b>	<u>8,817,167</u>	<u>52,856</u>
	<b>Total non-fixed assets</b>	<u>10,745,278</u>	<u>2,800,514</u>
	<b>TOTAL ASSETS</b>	<u>264,788,944</u>	<u>184,122,218</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
	Share capital	50,000	50,000
	Retained earnings	59,859,201	-525,717
	<b>Total equity</b>	<u>59,909,201</u>	<u>-475,717</u>
	<b>Provisions</b>		
	Deferred tax	3,079,400	1,735,800
	<b>Total provisions</b>	<u>3,079,400</u>	<u>1,735,800</u>
	<b>Liabilities other than provisions</b>		
7	<b>Non-current liabilities other than provisions</b>		
	Payables to group entities	201,779,220	182,778,595
		<u>201,779,220</u>	<u>182,778,595</u>
	<b>Current liabilities other than provisions</b>		
	Trade payables	21,123	11,113
	Payables to group entities	0	72,427
		<u>21,123</u>	<u>83,540</u>
	<b>Total liabilities other than provisions</b>	<u>201,800,343</u>	<u>182,862,135</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>264,788,944</u>	<u>184,122,218</u>

- 1 Accounting policies
- 2 Recognition and measurement uncertainties
- 3 Capital ratio
- 4 Staff costs
- 8 Contractual obligations and contingencies, etc.
- 9 Security and collateral
- 10 Related parties

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
<b>Equity at 1 January 2023</b>	50,000	-525,717	-475,717
Transfer through appropriation of profit	0	3,398	3,398
Contribution from group	0	60,381,520	60,381,520
<b>Equity at 31 December 2023</b>	<u>50,000</u>	<u>59,859,201</u>	<u>59,909,201</u>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Mermaid Solar Holding ApS for 2023 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.

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

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

#### 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.

#### Income statement

##### Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the rendering of services is recognised as revenue as the services are rendered.

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/ loss

The items revenue and external expenses have been aggregated into one item in the income statement called gross profit/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 administration etc.

##### Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

## Financial statements 1 January - 31 December

### 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 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.

##### Balance sheet

##### Investments in group entities

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

##### Impairment of fixed assets

The carrying amount of investments in group entities 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.

##### Receivables

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

Receivables are measured at amortised cost.

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.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Cash

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

##### Income taxes and deferred tax

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

##### Liabilities

The Company has chosen IAS 39 as interpretation for 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.

Other liabilities are measured at net realisable value.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 2 Recognition and measurement uncertainties

The purpose of the Company is to own shares and give loans to the group entities BESS M01a K/S, Greengo Energy M01a K/S, Greengo Energy M01b K/S, Greengo Energy M111 K/S, Greengo Energy M23 K/S, Greengo Energy M30 K/S, Greengo Energy M34 K/S and Mermaid Solar Net K/S.

The mentioned companies have a negative equity and are currently in the process of developing solar plants or Battery Energy Storage Systems. One of the companies (Greengo Energy M01a K/S) has completed the construction in 2023 and is expected to be profitable in the coming years.

There is some degree of uncertainty involved regarding the question of how each individual SPV of the portfolio will end out. There are the following alternatives/options for the future of each SPV:

- ▶ The SPV reaches RTB Status (all permits etc. are in place, project development was fully successful) and the electricity/PPA prices at this point in time are fit to meet Encavis' IRR expectation. In this case, the project will be build and the SPV will be generating profits.
- ▶ The SPV reaches RTB Status (all permits etc. are in place, project development was fully successful), however, at this very moment the electricity/PPA prices are not fit to meet Encavis' IRR expectation. In this case there are 2 options. Either just wait until the electricity prices are again more attractive and hence the project will meet again Encavis' IRR requirement: the project will be build (later) and the SPV will be generating profits. Or, there will be a sale of the fully de-risked project rights. In this case a significant profit from the sale down of the de-risked project rights is expected.
- ▶ The SPV does not reach RTB Status (for example because permits etc. are not granted, project development was not successful): In this case The Company needs to write off the previously spent amount for the respective SPV. However, it is important to note a portfolio logic here. Hence, if one or some of the projects will not be successful and the respective amount needs to be written off, on a portfolio level, the other successful projects will be able to compensate for the potential write offs since the overall amount spent for project rights is very limited when compared to the overall CAPEX of such project.

The Company's management expects that all of the current projects under development will be profitable and be completed. As a consequence, there has not been recognised any impairment losses on receivables from group entities or investments in group entities.

There is some degree of uncertainty involved regarding the question of how the projects will be completed and/or profitable. Therefore, an uncertainty exists on whether Mermaid Solar Holding ApS will have to recognise a loss on investments/receivables from group entities in the coming years.

#### 3 Capital ratio

The ultimate parent company Encavis AG has issued a letter of support, guaranteeing to provide the Company with the capital required for the continued operations in the coming financial year 2024. The financial statements have thus been prepared on a going concern basis.

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 4 Staff costs

The Company has no employees.

DKK	2023	2022
<b>5 Financial income</b>		
Interest receivable, group entities	8,597,525	3,276,965
Other financial income	196,776	0
	<u>8,794,301</u>	<u>3,276,965</u>
<b>6 Financial expenses</b>		
Interest expenses, group entities	8,908,766	3,367,561
Other financial expenses	114,770	6,554
	<u>9,023,536</u>	<u>3,374,115</u>

#### 7 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 201,779 thousand falls due for payment after more than 5 years after the balance sheet date.

#### 8 Contractual obligations and contingencies, etc.

The Company is jointly taxed with its sister, Encavis Wind Danmark 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 2020 onwards as well as withholding taxes on interest, royalties and dividends.

#### 9 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.

#### 10 Related parties

##### Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Encavis AG	Germany, Hamburg	www.encavis.com

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"By my signature I confirm all dates and content in this document."

## Peter Ulrik Faurschou

EY Godkendt Revisionspartnerselskab CVR: 30700228

State Authorised Public Accountant

On behalf of: EY Godkendt Revisionspartnerselskab

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