

Bjorn Denmark Bidco 3 ApS

c/o DEAS A/S
Dirch Passers Allé 76
2000 Frederiksberg

CVR No. 41103892

Annual Report 2022

3. financial year

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 19 June 2023

Jean-Francois Pascal E. Bossy
Chairman

Bjorn Denmark Bidco 3 ApS

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Bjorn Denmark Bidco 3 ApS

Company details

Company	Bjorn Denmark Bidco 3 ApS c/o DEAS A/S Dirch Passers Allé 76 2000 Frederiksberg
CVR No.	41103892
Executive Board	Andrea Corsi, CEO Donatella Fanti, CEO Jean-Francois Pascal E. Bossy, CEO
Auditors	Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 København S CVR-no.: 33963556

Bjorn Denmark Bidco 3 ApS

Management's Statement

Today, Management has considered and adopted the Annual Report of Bjorn Denmark Bidco 3 ApS for the financial year 1 January 2022 - 31 December 2022.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

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

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

We recommend that the Annual Report be adopted at the Annual General Meeting.

Frederiksberg, 19 June 2023

Executive Board

Andrea Corsi
CEO

Donatella Fanti
CEO

Jean-Francois Pascal E. Bossy
CEO

Independent Auditors' Report

To the shareholders of Bjorn Denmark Bidco 3 ApS

Opinion

We have audited the financial statements of Bjorn Denmark Bidco 3 ApS for the financial year 1 January 2022 - 31 December 2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31 December 2022 and of the results of its operations for the financial year 1 January 2022 - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity 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.

Management's responsibility 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

The auditor's responsibility 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 Entity's internal control.

Independent Auditors' Report

- * 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 Entity'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 Entity to cease to continue as a going concern.
- * Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 of the management commentary.

Aarhus, 19 June 2023

Deloitte Statsautoriseret Revisionspartnerselskab

CVR-no. 33963556

Lars Andersen
State Authorised Public Accountant
mne34506

Chris Middelhede
State Authorised Public Accountant
mne45823

Management's Review

The Company's principal activities

The Company's principal activities consist in ownership, construction, development, operating and sale of real estate, and operating of other related business through ownership of shares in other companies.

Development in activities and financial matters

The Company's Income Statement of the financial year 1 January 2022 - 31 December 2022 shows a result of DKK 7.779.052 and the Balance Sheet at 31 December 2022 a balance sheet total of DKK 206.846.608 and an equity of DKK 57.919.210.

Post financial year events

No events have occurred after the balance sheet date which would influence the evaluation of the annual report.

Bjorn Denmark Bidco 3 ApS

Accounting Policies

Reporting Class

The Annual Report of Bjorn Denmark Bidco 3 ApS for 2022 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, with the adoption of individual rules from class C.

The accounting policies applied remain unchanged from last year.

Reporting currency

The Annual Report is presented in Danish kroner.

Translation policies

Transactions in foreign currencies are translated into DKK at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into DKK based on the exchange rates prevailing at the balance sheet day. Realised and unrealised foreign exchange gains and losses are included in the Income Statement under Financial Income and Expenses.

Consolidated Financial Statements

With reference to § 110 of the Danish Financial Statements Act, no Consolidated Financial Statement have been prepared because the Group enterprises do not exceed the amount limits.

General Information

Basis of recognition and measurement

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. 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 accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the Annual Report, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Income Statement

Gross profit/loss

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Accounting Policies

Gross profit/loss is a combination of the items of other external expenses.

Other external expenses

Other external costs include costs for capacity costs, etc.

Financial income and expenses

Financial income and expenses are recognised in the Income Statement based on the amounts that concern the financial year.

Tax on net profit for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the tax of 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 enterprises. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Equity investments in group enterprises

Equity investments in group enterprises are measured at cost. Dividends that exceed accumulated earnings of the group enterprise during the ownership period are treated as a reduction of the cost. If cost exceeds the net realisable value, a write-down to this lower value will be performed.

Receivables

Receivables are measured at amortised cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

Current tax liabilities and receivables

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

Other payables

Other payables are measured at amortised cost, which usually corresponds to the nominal value

Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

Bjorn Denmark Bidco 3 ApS

Income Statement

	Note	2022 kr.	2021 kr.
Gross profit		-327.061	-287.685
Employee benefits expense	1	0	0
Profit from ordinary operating activities		-327.061	-287.685
Income from investments in group enterprises and associates		9.000.000	22.832.525
Other finance income from group enterprises		1.314.079	1.238.993
Other finance income		0	363.029
Finance expenses	2	-2.509.046	-2.996.525
Profit from ordinary activities before tax		7.477.972	21.150.337
Tax expense on ordinary activities	3	301.080	465.739
Profit		7.779.052	21.616.076
Proposed distribution of results			
Retained earnings		7.779.052	21.616.076
Distribution of profit		7.779.052	21.616.076

Bjorn Denmark Bidco 3 ApS**Balance Sheet as of 31 December**

	Note	2022 kr.	2021 kr.
Assets			
Long-term investments in group enterprises	4, 5	108.709.152	108.709.152
Long-term receivables from group enterprises		90.772.409	90.764.477
Investments		199.481.561	199.473.629
Fixed assets		199.481.561	199.473.629
Short-term receivables from group enterprises		6.412.882	2.551.044
Current deferred tax		14.577	0
Short-term tax receivables from group enterprises		536.041	249.538
Prepayments		278.297	344.558
Receivables		7.241.797	3.145.140
Cash and cash equivalents		123.250	371.061
Current assets		7.365.047	3.516.201
Assets		206.846.608	202.989.830

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Balance Sheet as of 31 December

	Note	2022 kr.	2021 kr.
Liabilities and equity			
Contributed capital		40.000	40.000
Retained earnings		57.879.210	50.100.158
Equity		57.919.210	50.140.158
Payables to group enterprises		146.767.951	151.017.517
Long-term liabilities other than provisions	6	146.767.951	151.017.517
Trade payables		660.232	584.099
Payables to group enterprises		1.499.215	1.248.056
Short-term liabilities other than provisions		2.159.447	1.832.155
Liabilities other than provisions within the business		148.927.398	152.849.672
Liabilities and equity		206.846.608	202.989.830
Contingent liabilities	7		
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Bjorn Denmark Bidco 3 ApS

Statement of changes in Equity

	Contributed capital	Retained earnings	Total
Equity 1 January 2022	40.000	50.100.158	50.140.158
Profit (loss)	0	7.779.052	7.779.052
Equity 31 December 2022	40.000	57.879.210	57.919.210

Notes

	2022	2021
1. Employee costs expense		
Average number of employees	<u>0</u>	<u>0</u>
2. Finance expenses		
Finance expenses arising from group enterprises	2.486.197	2.684.490
Other finance expenses	<u>22.849</u>	<u>312.035</u>
	<u>2.509.046</u>	<u>2.996.525</u>
3. Tax expense		
Current tax for the year	-190.013	-465.739
Adjustment current tax, previous periods	-96.490	0
Adjustment deferred tax, previous periods	<u>-14.577</u>	<u>0</u>
	<u>-301.080</u>	<u>-465.739</u>
4. Long-term investments in group enterprises		
Cost at the beginning of the year	<u>108.709.152</u>	<u>108.709.152</u>
Cost at the end of the year	<u>108.709.152</u>	<u>108.709.152</u>
Carrying amount at the end of the year	<u>108.709.152</u>	<u>108.709.152</u>

5. Disclosure in long-term investments in group enterprises and associates*Group enterprises*

Name	Registered office	Share held in %	Equity	Profit
Bjorn Denmark Propco 2 ApS	Frederiksberg	100,00	<u>66.838.185</u>	<u>-3.761.033</u>
			<u>66.838.185</u>	<u>-3.761.033</u>

6. Long-term liabilities

	Due after 1 year	Due within 1 year	Due after 5 years
Payables to group enterprises	<u>146.767.951</u>	<u>1.499.215</u>	<u>146.767.951</u>
	<u>146.767.951</u>	<u>1.499.215</u>	<u>146.767.951</u>

7. Contingent liabilities

The Danish group companies are jointly and severally liable for tax on the Group's jointly taxed income as well as for Danish withholding taxes through dividend tax and tax on unearned Bjorn Denmark Bidco ApS is administration company in relation to the joint taxation.

8. Related parties

Related parties with controlling interest:

Bjorn Holdco S.à r.l., Luxembourg.