
NSF III UN17 Village Holding 2 ApS

Southamptongade 4, DK-2150 Nordhavn

Annual Report for 2022

CVR No. 41 10 41 47

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 7/6 2023

Nicolai Bruhn Sørensen
Chairman of the
general meeting



Contents

	<u>Page</u>
Management's Statement and Auditor's Report	
Management's statement	1
Independent Auditor's report	2
Company information	
Company information	4
Financial Statements	
Income statement 1 January - 31 December	5
Balance sheet 31 December	6
Statement of changes in equity	8
Notes to the Financial Statements	9

Management's statement

The Executive Board has today considered and adopted the Financial Statements of NSF III UN17 Village Holding 2 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.

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

Nordhavn, 7 June 2023

Executive Board

Henrik Skak Bender

Rune Højby Kock

Stine Seneberg Winkel

Thomas Ebbe Riise-Jakobsen

Independent Auditor's report

To the shareholder of NSF III UN17 Village Holding 2 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 NSF III UN17 Village Holding 2 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.

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 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.

Independent Auditor's 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 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.

Herning, 7 June 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Poul Spencer Poulsen

State Authorised Public Accountant

mne23324

Company information

The Company NSF III UN17 Village Holding 2 ApS
Southamptongade 4
DK-2150 Nordhavn
CVR No: 41 10 41 47
Financial period: 1 January - 31 December
Municipality of reg. office: Copenhagen

Executive board Henrik Skak Bender
Rune Højby Kock
Stine Seneberg Winkel
Thomas Ebbe Riise-Jakobsen

Auditors PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Platanvej 4
7400 Herning

Bankers Danske Bank
Lersø Park Alle 102
2100 København

Nordea
Helgeshøj Alle 33
2630 Taastrup

Income statement 1 January - 31 December

	Note	2022 DKK	2021 DKK
Gross loss before value adjustments		-12,027,239	-7,774,283
Value adjustments of assets held for investment		-102,374,563	0
Gross profit/loss after value adjustments		-114,401,802	-7,774,283
Financial expenses		-71,657	-270,316
Profit/loss before tax		-114,473,459	-8,044,599
Tax on profit/loss for the year	3	26,419,043	0
Net profit/loss for the year		-88,054,416	-8,044,599

Distribution of profit

	2022 DKK	2021 DKK
Proposed distribution of profit		
Retained earnings	-88,054,416	-8,044,599
	-88,054,416	-8,044,599

Balance sheet 31 December

Assets

	Note	2022 DKK	2021 DKK
Investment properties		599,452,757	548,210,942
Property, plant and equipment	4	<u>599,452,757</u>	<u>548,210,942</u>
Fixed assets		<u>599,452,757</u>	<u>548,210,942</u>
Other receivables		25,729,303	0
Deferred tax asset		25,345,014	0
Corporation tax receivable from group enterprises		861,156	428
Receivables		<u>51,935,473</u>	<u>428</u>
Cash at bank and in hand		<u>79,700,042</u>	<u>64,293,549</u>
Current assets		<u>131,635,515</u>	<u>64,293,977</u>
Assets		<u>731,088,272</u>	<u>612,504,919</u>

Balance sheet 31 December

Liabilities and equity

	Note	2022 DKK	2021 DKK
Share capital		40,000	40,000
Retained earnings		-82,904,932	-8,101,235
Equity		-82,864,932	-8,061,235
Provision for deferred tax		0	1,558
Provisions		0	1,558
Credit institutions		267,490,091	67,802,408
Payables to group enterprises		359,912,193	287,285,703
Other payables		154,671,760	100,000,000
Long-term debt	5	782,074,044	455,088,111
Trade payables		31,879,160	21,476,485
Other payables	5	0	144,000,000
Short-term debt		31,879,160	165,476,485
Debt		813,953,204	620,564,596
Liabilities and equity		731,088,272	612,504,919
Key activities	1		
Staff	2		
Contingent assets, liabilities and other financial obligations	6		
Related parties	7		
Accounting Policies	8		

Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	40,000	-8,101,235	-8,061,235
Net effect from demerger and business sale under the uniting of interests method	0	-1,879,516	-1,879,516
Adjusted equity at 1 January	40,000	-9,980,751	-9,940,751
Contribution from group	0	15,000,000	15,000,000
Other equity movements	0	130,235	130,235
Net profit/loss for the year	0	-88,054,416	-88,054,416
Equity at 31 December	40,000	-82,904,932	-82,864,932

Notes to the Financial Statements

1. Key activities

The Company's key activity is to own, develop and rent out the property along with any other activities which, in the opinion of the management, is related to this.

2. Staff

Average number of employees

	<u>2022</u>	<u>2021</u>
	0	0

3. Income tax expense

Current tax for the year

-861,156 0

Adjustment of tax concerning previous years

-211,315 0

Adjustment of deferred tax concerning previous years

-25,346,572 0

-26,419,043 **0**

Notes to the Financial Statements

4. Assets measured at fair value

	Investment properties
	DKK
Cost at 1 January	548,210,942
Net effect from demerger and business sale	-147,867,784
Additions for the year	301,484,162
Cost at 31 December	<u>701,827,320</u>
Value adjustments at 1 January	0
Revaluations for the year	-102,374,563
Value adjustments at 31 December	<u>-102,374,563</u>
Carrying amount at 31 December	<u>599,452,757</u>
Interest expenses recognised as part of cost	61,971,870

Assumptions underlying the determination of fair value of investment properties

Investment properties are measured at fair value. The fair value is calculated by using generally accepted valuation methods (DCF-calculations) based on management's expectations for future cash flows, return requirements, etc. The fair value adjustment for the year has been recognised in the Income Statement

* The investment properties are under construction

	2022
Average WACC	5,63-5,89 %
Exit yield	3,63-3,89 %
Valuation of the property in a complete stage	1.214.881.146
Cost-to-complete excl. Developer risk/developer fee	522.746.766
Developer risk/developer fee	90.009.466

The fair value of investment properties at 31 December 2022 has been assessed by an independent assessor.

The estimates applied are based on information and assumptions considered reasonable by Management but which are inherently uncertain and unpredictable. Actual events or circumstances will probably differ from the assumptions made in the calculations as often assumed events do not occur as expected. Such difference may be material.

Notes to the Financial Statements

5. 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>
	DKK	DKK
Credit institutions		
After 5 years	0	67,802,408
Between 1 and 5 years	<u>267,490,091</u>	<u>0</u>
Long-term part	<u>267,490,091</u>	<u>67,802,408</u>
Within 1 year	<u>0</u>	<u>0</u>
	<u>267,490,091</u>	<u>67,802,408</u>
Payables to group enterprises		
After 5 years	<u>359,912,193</u>	<u>287,285,703</u>
Long-term part	<u>359,912,193</u>	<u>287,285,703</u>
Within 1 year	<u>0</u>	<u>0</u>
	<u>359,912,193</u>	<u>287,285,703</u>
Other payables		
After 5 years	0	100,000,000
Between 1 and 5 years	<u>154,671,760</u>	<u>0</u>
Long-term part	<u>154,671,760</u>	<u>100,000,000</u>
Within 1 year	0	0
Other short-term payables	<u>0</u>	<u>144,000,000</u>
	<u>154,671,760</u>	<u>244,000,000</u>

Notes to the Financial Statements

2022	2021
DKK	DKK

6. Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with mortgage credit institutes:

Investment properties	599,452,757	548,210,942
-----------------------	-------------	-------------

The company has deposited mortgage bonds totaling TDKK 742.700 as security for mortgage institutions. Mortgage bonds give mortgage in land and buildings whose accounting value per 31 December 2022 constitutes DKK 600.090.363

Guarantee obligations

The entity has made a pledge regarding UN17 Village Holding 2 NoLi ApS balance with credit institutions.

Other contingent liabilities

The 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 is disclosed in the Annual Report of NSF III Denmark Advisory ApS, which is the management company of the joint taxation purposes. Moreover, the 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.

7. Related parties and disclosure of consolidated financial statements

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company:

Name	Place of registered office
NREP Nordic Strategies Fund III LP	Luxembourg

Notes to the Financial Statements

8. Accounting policies

The Annual Report of NSF III UN17 Village Holding 2 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 DKK.

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

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

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

Net sales

Revenue from rental income is recognised in the income statement at amounts relating to the financial year when revenue can be measured reliably and it is probable that the economic benefits will flow to the Company. Revenue is recognised exclusive of VAT and net of discounts.

Other external expenses

Other external expenses comprise expenses for premises, audit as well as management expenses, 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.

Notes to the Financial Statements

Financial income and expenses

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

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 NSF III Denmark Advisory ApS. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Investment properties and other property, plant and equipment

Investment properties

Investment properties constitute land and buildings held to earn a return on the invested capital by way of current operating income and/or capital appreciation on sale.

On acquisition investment properties in progress are measured at cost comprising the acquisition price and costs of acquisition. The cost of own constructed investment properties in progress comprises the acquisition price and expenses directly related to the acquisition, including costs of acquisition and indirect expenses for labour, materials, components and suppliers up until the time when the asset is ready for use.

Interest expenses on loans contracted directly for financing the construction of investment properties in progress are recognised in cost over the construction period.

After the initial recognition investment properties in progress are measured at fair value. Value adjustments of investment properties in progress are recognised in the income statement.

Discounted Cash Flow model

The fair value of investment properties has been determined at 31 December 2022 for each property by using a Discounted Cash Flow model under which expected future cash flows are discounted to present value. The calculations are based on property budgets for the coming years. Allowance has been made for developments in rentals, vacancies, operating expenses, maintenance and administration, etc. The individual, budgeted cash flows are discounted at an individually fixed discount rate added a terminal value. The value thus calculated is adjusted for any non-operating assets such as cash and cash equivalents, deposits, etc if they are not shown separately in the balance sheet.

The value thus calculated is adjusted for any non-operating assets such as cash and cash equivalents, deposits, etc if they are not shown separately in the balance sheet.

Impairment of fixed assets

The carrying amounts of property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by depreciation.

If so, the asset is written down to its lower recoverable amount.

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.

Notes to the Financial Statements

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, including the tax base of tax loss carry-forwards, 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.