

Cronus Bidco ApS

Kristine Nielsens Gade 5

8000 Aarhus C

CVR No. 41867876

Annual Report 2022

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 24 April 2023

Søren Lindgaard
Chairman

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Management's Statement

The Executive and Supervisory Boards have today considered and adopted the Annual Report of Cronus Bidco ApS for the financial year 1 January 2022 - 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 assets, liabilities and financial position at 31 December 2022 of the Company and of the results of the Company operations for 1 January 2022 - 31 December 2022.

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

Aarhus, 29 March 2023

Executive Board

Anders Marcus
Man. Director

Søren Lindgaard
Manager

Supervisory Board

Gunn Wærsted
Chairman

Andreas Ditlev Duckert
Member

Oliver Dahl Peters
Member

Lars Denkov
Member

Thyge Boserup
Member

Mike Winkel
Member

Independent Auditors' Report

To the shareholders of Cronus Bidco ApS

Opinion

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

We have audited the Financial Statements of C-Company for the financial year 1 January 2022 - 31 December 2022, which comprise an income statement, balance sheet, statement of changes in equity and notes.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibility under those standards and requirements are further described in the "Auditors' responsibility 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 (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statement 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 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 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, in our view, Management's Review is in accordance with the Financial statements and has been prepared in accordance with the requirements in the Danish Financial Statements Act. We did not identify any materially misstated in Management's Review.

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 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 either liquidate the Company 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 responsibility is to obtain reasonable assurance as to whether the financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is no guarantee that an audit conducted in accordance with ISAs and additional requirements applicable in Denmark will always detect material misstatements. Misstatements

Independent Auditors' Report

can arise from fraud or error and can be considered material if it would be reasonable to expect that these - either individually or collectively - could influence the economic decisions taken by the users of financial statements on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain an attitude of professional skepticism throughout the audit. We also:

- * Identify and assess the risk of material misstatements in 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 a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or 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 whether the accounting policies used are appropriate and whether the accounting estimates and the related disclosures made by Management are reasonable.
- * Conclude on whether Management's use of the going concern basis of accounting in preparing the financial statements is appropriate and, based on the audit evidence obtained, conclude on whether a material uncertainty exists relating to events or conditions, which could 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 auditors' 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 auditors' report. However, future events or conditions may imply that the Company can no longer remain a going concern.
- * Evaluate the overall presentation, structure and contents of the financial statements, including note disclosures, and whether the financial statements reflect 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 which we identify during our audit.

Aarhus, 29 March 2023

**PricewaterhouseCoopers Statsautoriseret
Revisionspartnerselskab**

CVR-no. 33771231

Mads Meldgaard
State Authorised Public Accountant
mne24826

Henrik Berring Rasmussen
State Authorised Public Accountant
mne34157

Cronus Bidco ApS

Company details

Company	Cronus Bidco ApS Kristine Nielsens Gade 5 8000 Aarhus C
CVR No.	41867876
Date of formation	19 November 2020
Supervisory Board	Gunn Wærsted Andreas Ditlev Duckert Oliver Dahl Peters Lars Denkov Thyge Boserup Mike Winkel
Executive Board	Anders Marcus, Man. Director Søren Lindgaard, Manager
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Jens Chr. Skous Vej 1 8000 Aarhus C CVR-no.: 33771231
Bank	Nordea Bank Danmark A/S Frederiks Plads 40 8000 Aarhus C

Management's Review

The Company's principal activities

The company's main activities are owning capital shares in subsidiaries.

The subsidiaries' main activities comprise

- developing, purchasing and financing solar PV parks and battery storage and making them available to private and corporate investors via solar funds.
- to facilitate investments in properties through real estate funds.

Development in activities and the financial situation

The Company's Income Statement of the financial year 1 January 2022 - 31 December 2022 shows a result of DKK -236,554,164 and the Balance Sheet at 31 December 2022 a balance sheet total of DKK 2,963,277,867 and an equity of DKK 2,276,506,821.

Challenging market conditions for real estate followed by reduced earnings in 2022 and lower expectations for future earnings led to an impairment of goodwill of DKK 50 million DKK.

Post financial year events

After the end of the financial year, no events have occurred which may change the financial position of the entity substantially.

Expectations for the future

The Company expects its operations to develop positively next year.

Accounting Policies

Reporting Class

The Annual Report of Cronus Bidco ApS for 2022 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class C.

Under section 96(3) of the Danish Financial Statements Act, the company has failed to disclose the total fees for the financial year to the auditor elected by the annual general meeting.

Under section 86(4) of the Danish Financial Statements Act, the company has failed to prepare Cash Flow Statement.

The accounting policies applied remain unchanged from last year.

Consolidated Financial Statements

With reference to § 112 of the Danish Financial Statements Act, no Consolidated Financial Statement have been prepared because the Group enterprises are subsidiaries of a higher-ranking group.

The company is included in the consolidated financial statements of Rhea TopCo ApS, Kristine Nielsens Gade 5, 8000 Aarhus C, CVR no. 41 86 76 12.

Reporting currency

The Annual Report is presented in Danish kroner.

General Information

Basis of recognition and measurement

The financial statement have been prepared under the historical cost principle.

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.

Accounting Policies

Income Statement

Other external expenses

Other external costs include costs for administration.

Income from investments in group enterprises

Income from equity investments comprises the proportionate share of profit/loss after tax and any adjustment of internal profit/loss and less amortisation of consolidated goodwill.

Financial income and expenses

Financial income and expenses are recognised in the Income Statement based on the amounts that concern the financial year. Financial income and expenses include interest revenue and expenses and transactions in foreign currencies.

Tax on net profit for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the adjustment of deferred tax for the year, less the portion of tax for the year relating to changes in equity. Current tax and deferred tax regarding to changes in equity are recognised directly in equity.

The company is subject to the Danish rules on compulsory joint taxation of the parent company and the Danish subsidiaries.

The Danish corporation tax is distributed between Danish companies with profits and losses in proportion to their taxable income. Enterprises with tax losses receive joint tax contributions from enterprises that have been able to use the current losses (full allocation).

Balance Sheet

Equity investments in group enterprises

Investments in group enterprises are recognised in the balance sheet at the proportionate share of the equity value of the enterprises, calculated according to the parents accounting policies with the deduction or addition of unrealised intercompany profits or losses and with the addition or deduction of the remaining value of positive or negative goodwill, calculated according to the purchase method.

Subsidiaries having a negative equity value are recognised at DKK 0, and any amounts receivable from those enterprises are written down by the parents share of the negative equity value to the extent that the amounts are deemed to be uncollectible.

If the negative equity value exceeds receivables, the remaining amount is recognised as a provision to the extent that the parent has a legal or constructive obligation to cover the negative balance of the relevant subsidiary.

An impairment test of consolidated goodwill is performed in the event of indications of a decrease in value. The impairment test is performed for the activity or the business area to which the goodwill relates. Goodwill is written down to the higher of the value in use and the net selling price for the activity or business area to which the goodwill relates (recoverable amount) in the event that this one is lower than the carrying amount.

The purchase method is used to account for the acquisition of the subsidiaries; accordingly the assets and liabilities of newly acquired subsidiaries are measured at fair value at the date of acquisition. Restructuring costs recognised in the newly acquired subsidiaries are measured at fair value at the date of acquisition. Restructuring costs recognised in the acquired entity's financial statements prior to the date of acquisition and not agreed as part of the acquisition are included in the pre-acquisition balance sheet and accordingly in the determination of goodwill. Restructurings undertaken by the acquired entity are recognised in the income statement. The tax effect of the revaluation of assets and liabilities is taken into account. Reference is made to the description of goodwill below.

Accounting Policies

Positive balances (goodwill) between cost and the fair value of assets and liabilities acquired are recognised under investments in group enterprises and amortised over their estimated economic lives determined on the basis of managements experience in the relevant lines of business. The amortisation period cannot exceed 10 years and is longest for strategically acquired enterprises with strong market positions and long-term earnings profiles. The carrying amount of goodwill is assessed for impairment on an ongoing basis and any impairment loss is recognised in the income statement if the carrying amount exceeds the expected future net income from the enterprise or activity to which the goodwill relates.

Investments in unlisted companies are recognised in the balance sheet at cost. The cost includes the purchase consideration calculated at fair value plus direct acquisition costs. Where the net realisable value is lower than cost, the investments are written down to this lower value. Realised and unrealised capital gains and losses are recognised in the income statement.

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.

Equity

Equity comprises the working capital and a number of equity items that may be statutory or stipulated in the articles of association.

Current tax liabilities

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.

The parent company is subject to the Danish rules on compulsory joint taxation with Danish subsidiaries. Subsidiaries are included in the joint taxation from the time they are consolidated in the consolidated financial statements until they are excluded from the consolidation.

Under the joint taxation rules, the company has unlimited joint and several liability to the tax authorities for income taxes and withholding tax on interest, royalties and dividends arising within the joint tax group.

Rhea TopCo Aps is the administration company of the joint taxation and, as a result, settles all corporate income tax payments with the tax authorities.

The current Danish income tax is allocated by the settlement of joint tax contributions between the jointly taxed companies in proportion to their taxable income. In this context, enterprises with tax losses receive co-taxation contributions from enterprises that have been able to use these losses to reduce their own taxable income.

Liabilities

Liabilities are measured at amortised cost, generally equal to the nominal value.

Other payables

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

Contingent assets and liabilities

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

Income Statement

	Note	2022 kr.	2020/21 kr.
Other external expenses		-1,193,958	-2,001,438
Profit from ordinary operating activities		-1,193,958	-2,001,438
Income from investments in group enterprises		-190,703,514	85,360,040
Other finance income		24,465	2,570
Finance expenses		-57,613,392	-39,811,879
Profit from ordinary activities before tax		-249,486,399	43,549,293
Tax	1	12,932,235	9,198,364
Profit	2	-236,554,164	52,747,657

Balance Sheet as of 31 December

	Note	2022 kr.	2021 kr.
Assets			
Long-term investments in group enterprises	3	2,940,283,983	3,131,114,311
Investments		2,940,283,983	3,131,114,311
Fixed assets		2,940,283,983	3,131,114,311
Short-term receivables from group enterprises		0	72,626,132
Short-term tax receivables from group enterprises		20,184,666	9,198,364
Other short-term receivables		213,346	209,047
Receivables		20,398,012	82,033,543
Cash and cash equivalents		2,595,872	277,739
Current assets		22,993,884	82,311,282
Assets		2,963,277,867	3,213,425,593

Balance Sheet as of 31 December

	Note	2022 kr.	2021 kr.
Liabilities and equity			
Contributed capital		23,891,000	23,891,000
Share premium		2,435,371,870	2,435,371,870
Retained earnings		-182,756,049	53,924,928
Equity		2,276,506,821	2,513,187,798
Other payables		610,156,250	610,156,250
Long-term liabilities other than provisions		610,156,250	610,156,250
Trade payables		55,098	49,938
Payables to group enterprises		48,479,228	0
Other payables		28,080,470	90,031,607
Short-term liabilities other than provisions		76,614,796	90,081,545
Liabilities other than provisions within the business		686,771,046	700,237,795
Liabilities and equity		2,963,277,867	3,213,425,593
Contingent liabilities	4		
Collaterals and assets pledges as security	5		

Statement of changes in Equity

	Contributed capital	Share premium	Retained earnings	Total
Equity 1 January 2022	23,891,000	2,435,371,870	53,924,928	2,513,187,798
Change of investments through net exchange differences	0	0	-126,813	-126,813
Profit (loss)	0	0	-236,554,164	-236,554,164
Equity 31 December 2022	23,891,000	2,435,371,870	-182,756,049	2,276,506,821

The share capital has developed as follows:

	2022	2021
Balance at the beginning of the year	23,891,000	40,000
Addition during the year	0	23,851,000
Balance at the end of the year	23,891,000	23,891,000

Notes

	2022	2020/21
1. Tax		
Income tax	-12,932,235	-9,198,364
	-12,932,235	-9,198,364
2. Distribution of profit		
Retained earnings	-236,554,164	52,747,657
	-236,554,164	52,747,657
3. Long-term investments in group enterprises		
Cost at the beginning of the year	3,494,577,000	0
Addition during the year, incl. improvements	0	3,494,577,000
Cost at the end of the year	3,494,577,000	3,494,577,000
Fair value adjustments at the beginning of the year	-363,462,689	0
Dividend	0	-450,000,000
Income for the year	-190,703,514	85,360,040
Change due to foreign currency translation adjustment	-126,814	1,177,271
Fair value adjustments at the end of the year	-554,293,017	-363,462,689
Carrying amount at the end of the year	2,940,283,983	3,131,114,311
<i>Adjustment for the year can be specified as follows</i>		
Share of the result of the year	157,338,830	221,962,458
Depreciation goodwill	-298,042,344	-136,602,418
Impairment goodwill real estate	-50,000,000	0
	-190,703,514	85,360,040
<i>Carrying amount of the end of the year can be specified as follows</i>		
Share of accounting net worth	774,078,092	616,866,076
Goodwill	2,166,205,891	2,514,248,235
	2,940,283,983	3,131,114,311

Notes

2022

2020/21

4. Contingent liabilities

The company is part of a Danish joint taxation with Rhea TopCo ApS. The company is therefore liable for income taxes etc. and for any obligations regarding withholding tax on interest, royalties and dividends for the jointly taxed companies.

The company has no other contingent liabilities at year-end.

5. Collaterals and securities

The company has provided security to Obton Group Holding in the form of corporate security of DKK 950,000 t.DKK to Nordea Danmark. Debt per 31.12.2022 is 301,805 t. DKK.

The company has provided shares in subsidiaries as security for debt incurred through the issue of bonds. The carrying amount of the shares is DKK 3,021.850.043.