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PENTA INFRA APS Smedeland 32 2600 Glostrup

Annual report for 2023

Adopted at the annual general meeting on 31 May 2024

DocuSigned by:

Bart Wagemaker

Bart Wagemaker chairman

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STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The executive board has today discussed and approved the annual report of Penta Infra 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 company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Glostrup, 31 May 2024

Executive board

Bob Rogier Emile Sprengers

Bart Wagemaker

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INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Penta Infra ApS

Opinion

We have audited the financial statements of Penta Infra ApS for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position 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 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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 the 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:

INDEPENDENT AUDITOR'S REPORT

- 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.

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, we conclude that 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 of management's review.

INDEPENDENT AUDITOR'S REPORT

Copenhagen, 31 May 2024

MAZARS

Statsautoriseret Revisionspartnerselskab

CVR no. 31 06 17 41

Dennis Herholdt Rasmussen State-authorised public accountant MNE no. mne43413

COMPANY DETAILS

The company

Penta Infra ApS Smedeland 32 2600 Glostrup

CVR no.:

42 12 62 76

Reporting period:

1 January - 31 December 2023

Incorporated:

15 February 2021

Domicile:

Glostrup

Executive board

Bob Rogier Emile Sprengers

Bart Wagemaker

Shareholders

Penta Datacenter Holding B.V.

Auditors

Mazars

Statsautoriseret Revisionspartnerselskab

Midtermolen 1, 2.tv. 2100 København Ø

Consolidated financial statements

The company is reflected in the group report as the parent company Penta

Datacenter Holding B.V.

The group report of Penta Datacenter Holding B.V. can be obtained at the

following address:

Grasweg 73, 1031 HX Amsterdam, NL

MANAGEMENT'S REVIEW

Business review

The purpose of the company is to run a data center business as well as such activities that, in the opinion of the Executive Board, are related to it.

Recognition and measurement uncertainties

The recognition and measurement of items in the annual report is not associated with any uncertainty.

Unusual matters

The company's financial position at 31 December 2023 and the results of its operations for the financial year ended 31 December 2023 are not affected by any unusual matters.

Financial review

The company's income statement for the year ended 31 December 2023 shows a loss of DKK 20.804.018, and the balance sheet at 31 December 2023 shows negative equity of DKK 21.546.109. Due to the uncertainty about going concern, the company has in 2023 received a letter of support from it's parent company. Please refer to note 1.

The company have a negative fair value of adjustments on its derivates of DKK 5.579.550 DKK.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

The annual report of Penta Infra ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as provisions from reporting class C.

The annual report for 2023 is presented in DKK

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Recognition and measurement of business combinations

Recently acquired business are recognised in the financial statements from the date of acquisition.

The date of acquisition is the time when the company actually gains control over the acquiree.

The acquisition method is applied to the acquisition of new business where the company gains control over the acquiree. The acquirees' identifiable assets, liabilities and contingent liabilities are measured at fair value at the date of acquisition. Identifiable intangible assets are recognised if they are separable or emanate from a contractual right. Deferred tax on the revaluations made is recognised.

Positive differences (goodwill) between, on the one side, the purchase consideration, the value of non-controlling interests in the acquiree and the fair value of any previously acquired investments and, on the other side, the fair value of the acquired identifiable assets, liabilities and contingent liabilities are recognised as goodwill under 'Intangible assets'. Goodwill is amortised on a straight-line basis in the income statement based on an individual assessment of its useful life.

Negative differences (negative goodwill) are recognised in the income statement at the date of acquisition.

On acquisition, goodwill is ascribed to / classed with the cash-generating unit, which subsequently forms a basis for impairment testing. Goodwill and fair value adjustments in connection with the acquisition of a foreign entity with another functional currency than the group's presentation currency are accounted for as assets and liabilities belonging to the foreign entity and are translated on initial recognition into the foreign entity's functional currency using the exchange rate at the date of the transaction.

The purchase consideration for an entity consists of the fair value of the agreed consideration in the form of assets transferred, liabilities assumed and equity instruments issued. If part of the purchase consideration is conditional upon future events or the fulfilment of agreed conditions, this part of the purchase consideration is recognised at fair value at the date of acquisition. Subsequent adjustments of conditional purchase consideration are recognised in the income statement.

Expenses defrayed in connection with acquisitions are recognised in the income statement in the year in which they are defrayed.

If, at the date of acquisition, the identification or measurement of acquired assets, liabilities and/or contingent liabilities or the size of the purchase consideration are associated with uncertainty, initial recognition will be based on preliminarily calculated amounts. If it subsequently turns out that the identification or measurement of the purchase consideration, acquired assets, liabilities and/or contingent liabilities was not correct on initial recognition, the calculation will be adjusted with retrospective effect, including goodwill, until 12 months after the acquisition, and comparative figures will be restated. Subsequently, any adjustments made will be recognised as error.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, other operating income less costs of sales and other external expenses.

Revenue

Income from the sale of services is recognised in the income statement, provided that the transfer of control, has taken place and that the income can be measured reliably and is expected to be received.

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Cost of sales

Costs of sales include the materials and consumables used in generating the year's revenue.

Other operating income

The item Other operating income includes items of a secondary nature relative to the company's activities, including gains on the sale of intangible assets and items of property, plant and equipment, operating losses, indemnities relating to operating losses and conflicts as well as payroll refunds. Indemnities are recognised when it is more probable than not that the company is going to be indemnified.

Other operating expenses

Other operating expenses comprise items of a secondary nature relative to the company's activities, including losses on the sale of intangible assets and items of property, plant and equipment.

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment comprise the year's depreciation, amortisation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses,, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed to be 7 years. The amortisation period is based on an assessment of the acquiree's market position and earnings capacity.

Acquired customer rights are measured at cost less accumulated amortisation and impairment losses. Acquired customer rights are amortised on a straight-line basis over the over the licence term, however maximally 3 years.

Tangible assets

Items of plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life	Residual value
Buildings	20 years	0 %
Plant and machinery	10 years	0 %

The useful life and residual value are re-assessed annually. A change is accounted for as an accounting estimate, and the impact on amortisation/depreciation is recognised going forward.

Gains and losses on the sale of items of property, plant and equipment are calculated as the difference between the selling price, less costs to sell, and the carrying amount at the time of sale. Gains or losses on the sale of items of property, plant and equipment are recognised in the income statement under other operating income or other operating expenses, respectively.

Property

The property is measured at cost less accumulated depreciation charges and impairment losses. The basis of depreciation is cost less the expected residual value after the end of the useful life. Land is not depreciated. (If relevant: The cost of a property is broken down into separate components which are depreciated separately if the useful life of the individual components is different and the individual component accounts for a significant portion of the total cost.)

Impairment of fixed assets

The carrying amount of intangible assets, items of property, plant and equipment is tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

Receivables

Receivables are measured at amortised cost.

Contract work in progress

Contract work in progress is measured at the selling price of the work performed. The selling price is measured by reference to the stage of completion at the balance sheet date and the expected aggregate income from the individual work in progress. The stage of completion is determined as the share of the expenses incurred relative to the expected total expenses for the individual work in progress.

Where the selling price of work in progress cannot be estimated reliably, the selling price is measured at the lower of costs incurred and net realisable value.

The individual work in progress is recognised in the balance sheet under receivables or payables. Net assets comprise the sum of work in progress where the selling price of the work performed exceeds invoicing on account. Net liabilities comprise the sum of work in progress where invoicing on account exceeds the selling price.

Selling costs and costs incurred in securing contracts are recognised in the income statement as incurred.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Cash and cash equivalents

Cash and cash equivalents comprise cash and deposits at banks.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

The company have chosen not to recognized their tax asset of 6,2 mDKK, as it is not expected to be utilised witin 3-5 years.

Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the net proceeds and the nominal value is recognised in the income statement over the term of the loan.

Mortgage debt is thus measured at amortised cost, which for cash loans corresponds to the outstanding debt. For bond loans, amortised cost corresponds to an outstanding debt calculated as the underlying cash value of the loan at the time of borrowing, adjusted by amortisation of the value adjustment of the loan at the time of borrowing.

Other liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Deferred income

Deferred income recognised under 'Current liabilities' comprises payments received concerning income in subsequent financial years.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Derivative financial instruments

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Positive and negative fair values of derivative financial instruments are included in 'Other receivables' or 'Other payables', respectively.

As for derivative financial instruments, fair value adjustments are recognised in the income statement on a current basis. The value of the financial derivative instruments is based on the observed value of the contracts by the bank counterpart.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note		2022 DKK
Gross profit		10.447.823	5.991.509
Staff costs	2	-2.711.590	-1.955.089
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-12.930.007	-12.819.671
Profit/loss before net financials		-5.193.774	-8.783.251
Financial income	4	0	12.759.339
Financial costs	5	-15.610.244	-5.355.449
Profit/loss before tax		-20.804.018	-1.379.361
Tax on profit/loss for the year		0	0
Profit/loss for the year		-20.804.018	-1.379.361
Retained earnings		-20.804.018	-1.379.361
		-20.804.018	-1.379.361

BALANCE SHEET 31 DECEMBER

	Note	2023	2022
		DKK	DKK
ASSETS			
Acquired costumer rights		8.261.906	9.501.598
Goodwill		41.476.945	50.824.366
Prepayment		60.537	170.697
Intangible assets		49.799.388	60.496.661
Land and buildings		30.871.198	31.875.139
Plant and machinery		8.228.684	6.485.306
Property, plant and equipment in progress		113.161.420	80.796.568
Tangible assets		152.261.302	119.157.013
Financial instruments measured at fair value		1.430.681	2.344.113
Fixed asset investments		1.430.681	2.344.113
Total non-current assets		203.491.371	181.997.787
Trade receivables		5.755.719	9.662.014
Contract work in progress		1.857.457	1.844.232
Receivables from subsidiaries		1.137.420	188.989
Other receivables		8.390.567	15.678.843
Prepayments		1.119	695.083
Receivables		17.142.282	28.069.161
Cash at bank and in hand		7.147.183	6.652.871
Total current assets		24.289.465	34.722.032
Total assets		227.780.836	216.719.819

BALANCE SHEET 31 DECEMBER

	Note	2023	2022
		DKK	DKK
EQUITY AND LIABILITIES			
Share capital		40.000	40.000
Retained earnings		-21.586.109	-782.091
Equity		-21.546.109	-742.091
Banks		143.583.910	104.706.198
Payables to subsidiaries		86.721.421	88.214.363
Total non-current liabilities	6	230.305.331	192.920.561
Short-term part of long-term debet	6	6.778.024	6.448.209
Trade payables		8.925.220	14.682.228
Payables to subsidiaries		0	767.098
Corporation tax		96.082	0
Other payables		229.160	231.165
Deferred income		2.993.128	2.412.649
Total current liabilities		19.021.614	24.541.349
Total liabilities		249.326.945	217.461.910
Total equity and liabilities		227.780.836	216.719.819

STATEMENT OF CHANGES IN EQUITY

		Retained	
	Share capital	earnings	Total
Equity at 1 January 2023	40.000	-782.091	-742.091
Net profit/loss for the year	0	-20.804.018	-20.804.018
Equity at 31 December 2023	40.000	-21.586.109	-21.546.109

The company has lost more than 50% of its share capital. According to the Danish financial statements Act. management has initiated measures to ensure the share capital is restored through expected future earnings.

The company have recieved a letter of support. Please refer to note 1.

NOTES

1 UNCERTAINTY ABOUT THE CONTINUED OPERATION (GOING CONCERN)

The company has in 2023 received a letter of support from its parent company. In case of financial difficulties of the company, the parent company intends to pay all liabilities and expenses as they fall due.

		2023	2022
2	CT LEE COOTS	DKK	DKK
2	STAFF COSTS		
	Wages and salaries	2.226.973	1.803.039
	Pensions	143.559	132.912
	Other social security costs	6.438	5.680
	Other staff costs	334.620	13.458
		2.711.590	1.955.089
	Number of fulltime employees on average	3	3
3	FAIR VALUE DISCLOSURE		
	Fair value of an asset or a liability that is measured at fair value, opening		13.355.338
	Fair value adjustments recognised in the income statement		-5.579.550
	Fair value of an asset or a liability that is measured at fair value, closing		7.775.788

Fair value measurements are performed as Level 2 inputs. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Swap-option

Fixed asset investments include a positive fair value of the interest rate swap-option of DKK 1.4 million. The profit and loss impact in 2023 is DKK -0,9 million, after premium of the swap-option. This cash-settled swaption has an effective date of 24 Nov 2026 and has a termination date of 31 Dec 2030. It secures for a fixed interest rate of 1.5% above the fixed margin of 2,6 %. The swap option has a principal amount of EURO 9,4 million.

Fair value of the swap-option is DKK 1,4 million.

Swap.

The interest rate swap has been concluded to secure a fixed interest rate on the company's variable-rate bank loans. The interest rate swap has a principal amount of EURO 10.5 million and ensures a fixed interest rate of 2.55% (margin 2,6%) for the remaining maturity of 3 years. The bank loan and the interest rate swap are concluded with the same counterparty.

Fair value of the swap is DKK 6,3 million.

NOTES

4	FINANCIAL INCOME		
	Fair value adjustments of financial instrumentations	0	12.759.339
		0	12.759.339
5	FINANCIAL COSTS		
3	Financial expenses, group entities	5.099.545	2.780.921
	Other financial costs	4.931.149	2.574.528
	Fair value adjustments of financial instrumentations	5.579.550	0
		15.610.244	5.355.449

6 LONG TERM DEBT

		Debt		
	Debt	at 31		Debt
	at 1 January	December	Instalment	outstanding
	2023	2023	next year	after 5 years
Banks	104.706.198	143.583.910	6.778.024	0
Payables to subsidiaries	88.214.363	86.721.421	0	86.721.421
	192.920.561	230.305.331	6.778.024	86.721.421

7 MORTGAGES AND COLLATERAL

Land and buildings at a carrying amount of DKK 30.871 thousand at 31 December 2023 have been provided as security for mortgage debt.

The company have a pledge prohibition issued by ABN AMRO BANK N.V. covering the operational assets of the company.

8 RELATED PARTIES AND OWNERSHIP STRUCTURE

Controlling interest

Penta Datacenter Holding B.V.

Consolidated financial statements

The company is reflected in the group report as the parent company Penta Datacenter Holding B.V.

NOTES

RELATED PARTIES AND OWNERSHIP STRUCTURE (CONTINUED)

The group report of Penta Datacenter Holding B.V. can be obtained at the following address:

Grasweg 73, 1031 HX Amsterdam, NL