

# VL Group Holding ApS

Sundkaj 153, 1. tv., 2150 Nordhavn, Denmark

CVR no. 42 20 99 37

## Annual report 2023

Approved at the Company's annual general meeting on 12 April 2024

Chair of the meeting:

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Karin Verland

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## Statement by Management

The Board of Directors and the Executive Board have today discussed and approved the annual report of VL Group Holding ApS for the financial year 1 January - 31 December 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of its operations for the financial year 1 January - 31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 12 April 2024  
Executive Board:

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Ulrik Gregersen  
CEO

Board of Directors:

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Karin Verland  
Chair

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Anne Møller Sørensen

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Nicolai Bloch Tobiesen

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Stefan Andreas Walter  
Happak

## Independent auditor's report

To the shareholder of VL Group Holding ApS

### Opinion

We have conducted an extended review of the financial statements of VL Group Holding ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work we have performed, in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our extended review in accordance with the Danish Business Authority's standard on extended review for small entities and FSR - Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

### 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. Management is also responsible for such internal control that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

### Auditor's responsibilities for the audit of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance for our conclusion on the financial statements and perform specifically required supplementary procedures to obtain additional assurance for our conclusion.

An extended review comprises procedures that primarily consist of making enquiries of Management and others within the entity, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

## Independent auditor's report

### Statement on the 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 extended review of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 12 April 2024  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Ole Becker  
State Authorised  
Public Accountant  
mne33732

## Management's review

### Company details

Name	VL Group Holding ApS
Address, postal code, city	Sundkaj 153, 1. tv., 2150 Nordhavn, Denmark
CVR no.	42 20 99 37
Established	11 March 2021
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Ulrik Gregersen, CEO
Executive Board	Karin Verland, Chair Anne Møller Sørensen Nicolai Bloch Tobiesen Stefan Andreas Walter Happak
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, DK-2000 Frederiksberg

## Management's review

### Operating review

#### Principal activities

The main activity of the Company is to own shares in a subsidiary and provide management services.

#### Development in activities and financial matters

The Company holds 100% of the shares in Vilhelm Lauritzen Arkitekter A/S. On 21 November 2022, Vilhelm Lauritzen Arkitekter A/S acquired 65% of Arkitektfirmaet Kjaer & Richter A/S through K&R Holding ApS. The activity is financed through equity.

The results of operation for the period show a loss of DKK 4.0 million and equity of DKK 173.1 million. The loss is as expected.

#### Events after the balance sheet date

Management does not consider that significant events have occurred after the end of the financial year that could materially affect the Company's financial situation in a negative direction.

## Financial statements 1 January - 31 December

### Income statement

Note	DKK'000	2023	2022
	<b>Revenue</b>	2,381	1,866
	Other external expenses	-2,386	-1,039
	<b>Gross profit/loss</b>	-5	827
4	Staff costs	-2,335	-1,782
	<b>Profit/loss before net financials</b>	-2,340	-955
5	Financial income	6,408	29
6	Financial expenses	-10,720	-5,843
	<b>Profit/loss before tax</b>	-6,652	-6,769
7	Tax for the year	2,650	1,489
	<b>Profit/loss for the year</b>	-4,002	-5,280
	<b>Proposed distribution of profit/loss</b>		
	Transferred to equity reserves	-4,002	-5,280
		-4,002	-5,280



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK'000	2023	2022
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
	<b>Financial assets</b>		
8	Investments in group entities	307,204	307,204
	Receivables from group entities	7,800	6,000
		<u>315,004</u>	<u>313,204</u>
	<b>Total non-current assets</b>	<u>315,004</u>	<u>313,204</u>
	<b>Current assets</b>		
	<b>Receivables</b>		
	Receivables from group entities	0	1,529
	Deferred tax assets	2,650	79
	Joint tax receivable	1,552	2,552
		<u>4,202</u>	<u>4,160</u>
	<b>Cash</b>	<u>328</u>	<u>158</u>
	<b>Total current assets</b>	<u>4,530</u>	<u>4,318</u>
	<b>TOTAL ASSETS</b>	<u>319,534</u>	<u>317,522</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
9	Share capital	42	42
	Retained earnings	173,062	177,064
	<b>Total equity</b>	<u>173,104</u>	<u>177,106</u>
	<b>Non-current liabilities</b>		
10	Other provisions	8,771	8,771
11	Credit institutions	72,849	84,623
11	Other payables	11,686	11,024
	<b>Total non-current liabilities</b>	<u>93,306</u>	<u>104,418</u>
	<b>Current liabilities</b>		
11	Credit institutions	12,099	12,052
	Trade payables	63	60
	Payables to group entities	35,588	13,482
	Other payables	5,374	10,404
	<b>Total current liabilities</b>	<u>53,124</u>	<u>35,998</u>
	<b>Total liabilities</b>	<u>146,430</u>	<u>140,416</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>319,534</u>	<u>317,522</u>

- 1 Accounting policies
- 2 Events after the balance sheet date
- 3 Special items
- 12 Contingent liabilities, collateral and pledges, etc.
- 13 Related parties

## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2023	42	177,064	177,106
Transferred; see distribution of profit/loss	0	-4,002	-4,002
Equity at 31 December 2023	42	173,062	173,104

## Financial statements 1 January - 31 December

### Notes

#### 1 Accounting policies

The annual report of VL Group Holding ApS for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

#### Presentation currency

The financial statements are presented in Danish Kroner (DKK).

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Non-current assets acquired in foreign currency are measured at the exchange rate at the transaction date.

#### Income statement

##### Revenue

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

Revenue consists of management fee and is measured at the fair value of the agreed consideration exclusive of VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

##### Other external expenses

Other external expenses comprise expenses relating to administration, etc.

##### Staff costs

Staff costs comprise wages and salaries, including holiday allowance and pensions, and other social security costs, etc., for the Company's employees. Refunds received from public authorities are deducted from staff costs.

##### Financial income and expenses

Financial expenses are recognised in the income statement at the amounts relating to the financial year. The items comprise interest expense, amortisation of financial liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments in group entities, which are measured at cost, are recognised in the income statement in the financial year when the dividends are declared. If the dividends received exceed the proportionate share of the profit/loss for the year or if the carrying amount of equity investments exceeds the proportionate share of the net assets in the underlying entity there is an indication of impairment, which requires that an impairment test is prepared.

## Financial statements 1 January - 31 December

### Notes

#### 1 Accounting policies

##### Tax for the year

The Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish group entities. Group entities are included in the joint taxation arrangement from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

Laurie Acquisition ApS is the administration company in respect of the joint taxation arrangement and accordingly settles all corporation taxes to the tax authorities on behalf of the company.

On payment of joint taxation contributions, the Danish corporation tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

Tax for the year comprises current income tax, joint taxation contribution and changes in deferred tax for the year due to changes in the tax rate. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts recognised directly in equity is recognised directly in equity.

##### Balance sheet

##### Financial assets

Investments in group entities are measured at cost. Cost includes the consideration measured at fair value plus direct acquisition costs. Where cost exceeds the recoverable amount, write-down is made to this lower value. An impairment test is prepared if the dividends received exceed the proportionate share of the profit/loss for the year or if the carrying amount of the equity investments exceeds the proportionate share of the net assets in the underlying entity.

##### Impairment of non-current assets

The carrying amount of group entities is tested annually for evidence of impairment other than the decrease in value reflected by amortisation/depreciation.

Impairment tests are conducted on individual assets or cash-generating units when there is indication of impairment. Write-down is made to the lower of the carrying amount and the recoverable amount.

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

##### Receivables

Receivables are measured at amortised cost.

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

Write-down for bad and doubtful debts is made when there is objective evidence that a receivable or a portfolio of receivables has been impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

## Financial statements 1 January - 31 December

### Notes

#### 1 Accounting policies (continued)

##### Equity

##### *Dividend*

Proposed dividend is recognised as a liability at the date when it is adopted at the annual general meeting (declaration date). Dividend expected to be distributed for the year is presented as a separate line item in equity.

##### **Corporation tax and deferred tax**

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

Joint taxation contributions payable and receivable are recognised in the balance sheet as corporation tax receivable or corporation tax payable.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity and jurisdiction.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

##### **Provisions**

Provisions comprise expected earn-out. Provisions are recognised when the Company has a legal or constructive obligation as a result of a past event at the balance sheet date, and it is probable that an outflow of the Company's resources embodying economic benefits will be required to settle the obligation. Provisions are measured at net realisable value. If the obligation is expected to be settled far into the future, the obligation is measured at fair value.

##### **Liabilities other than provisions**

Financial liabilities comprising amounts payable to credit institutions are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, financial liabilities are measured at amortised cost.

Other liabilities are measured at net realisable value.

#### 2 Events after the balance sheet date

Management does not consider that significant events have occurred after the end of the financial year that could materially affect the Company's financial situation in a negative direction.

#### 3 Special items

Special items comprise significant income of a special nature relative to the Company's operating activities. Special items for the year include an adjustment of deferred purchase price of DKK 6,400 thousand recognised as financial income in the Group.

## Financial statements 1 January - 31 December

### Notes

DKK'000	2023	2022
<b>4 Staff costs</b>		
Wages and salaries	2,332	1,778
Pensions	0	0
Other social security costs	3	4
	<u>2,335</u>	<u>1,782</u>
Remuneration of the Executive Board	<u>2,335</u>	<u>1,782</u>
Average number of full-time employees	<u>1</u>	<u>1</u>
The Board of Directors have not received any remuneration.		
<b>5 Financial income</b>		
Other financial income	6,400	0
Interest income, group entities	8	29
	<u>6,408</u>	<u>29</u>
<b>6 Financial expenses</b>		
Interest expenses, credit institutions	6,344	4,162
Interest expenses, group entities	3,081	232
Amortisation of loan costs	623	623
Other financial expenses	672	826
	<u>10,720</u>	<u>5,843</u>
<b>7 Tax for the year</b>		
Computed tax on the taxable income for the year	586	1,473
Deferred tax adjustment for the year	2,064	16
	<u>2,650</u>	<u>1,489</u>
<b>8 Equity investments in group entities</b>		
Cost at 1 January	307,204	295,471
Additions	0	11,733
Cost at 31 December	<u>307,204</u>	<u>307,204</u>

Key figures for group entities at 31 December 2023:

Name and registered office (DKK'000)	Voting rights and ownership	Equity	Profit/loss for the year
<b>Group entities</b>			
Vilhelm Lauritzen Arkitekter A/S, Nordhavn Denmark	100%	47,162	14,827
Subsidiary of Vilhelm Lauritzen Arkitekter A/S:			
K&R Holding ApS, Nordhavn Denmark	100%	17,070	-944
Arkitektfirmaet Kjaer & Richter A/S, Aarhus, Denmark	65%	10,435	3,087

## Financial statements 1 January - 31 December

### Notes

#### 9 Share capital

The share capital comprises nominal 42,000 shares which carry no special rights. Changes in the share capital are disclosed in the statement of changes in equity.

#### 10 Other provisions

##### Earn-out

As part of the acquisition of Vilhelm Lauritzen Arkitekter A/S at 3 May 2021, an earn-out agreement was concluded with a maximum settlement of DKK 60 million as part of the next exit of Vilhelm Lauritzen Arkitekter A/S to the former majority shareholder. The net present value of the earn-out has been calculated to DKK 8,771 thousand based on a number of assumptions. Any changes to the assumptions will change the present value.

#### 11 Non-current liabilities

DKK'000	Total liabilities at 31/12 2023	Repayment, next year	Non-current portion	Outstanding debt after 5 years
Other provisions	8,771	0	8,771	
Credit institution	84,948	12,099	72,849	
Other payables	17,060	5,374	11,686	
	<u>110,779</u>	<u>17,473</u>	<u>93,306</u>	<u>0</u>

There are covenants related to the loan, which are met at 31 December 2023.

#### 12 Contingent liabilities, collateral and pledges, etc.

##### Contingent liabilities

The Company is jointly taxed with the group entities in the Laurie Acquisition ApS Group. The Company has unlimited joint and several liability together with other Danish entities for payment of Danish corporation taxes. Any subsequent corrections of the income subject to joint taxation may entail that the Company's liability will increase.

##### Collateral

The Company is jointly and severally liable for the Group's bank loans with a nominal value of DKK 106 million.

##### Pledges

VL Group Holding ApS has executed a share pledge over its shares in Vilhelm Lauritzen Arkitekter A/S as security for loans under the Senior Facility Agreement. Further, all rights from the intercompany loan to K&R Holding ApS are assigned to the bank.

## Financial statements 1 January - 31 December

### Notes

#### 13 Related parties

Information about consolidated financial statements:

Parent	Domicile
Laurie Acquisition ApS	Sundkaj 153, 1, tv, 2150 Nordhavn

#### Related party transactions

VL Group Holding ApS was engaged in the below related party transactions:

DKK'000	2023	2022
Management fee, income	2,381	1,866
Management fee, expenses	945	702
Interest income, group entities	271	29
Interest expenses, group entities	1,199	232
Interest expenses, related parties	0	624
Receivables from group entities, non-current	7,800	6,000
Receivables from group entities, current	0	1,529
Payables to group entities	35,589	13,482
Other payables, related parties, non-current	0	11,024
Other payables, related parties, current	0	10,000
Capital injections	0	-
Group contribution	0	11,733

No other transactions were carried out with the shareholder during the year.

#### Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
Laurie Acquisition ApS	Sundkaj 153, 1, tv, 2150 Nordhavn



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## Ulrik Gregersen

### Executive Board

On behalf of: VL Group Holding ApS

Serial number: bfb85fcf-c947-43c8-96bf-2689c393b5b5

IP: 5.83.xxx.xxx

2024-04-12 14:16:46 UTC



## Stefan Andreas Walter Happak

### Board of Directors

On behalf of: VL Group Holding ApS

Serial number: sh@findos.eu

IP: 104.28.xxx.xxx

2024-04-12 17:49:29 UTC

## Karin Verland

### Chairman

On behalf of: VL Group Holding ApS

Serial number: 327afc6c-04e8-4a69-98e6-5e16a9c3620b

IP: 213.32.xxx.xxx

2024-04-14 09:26:32 UTC



## Karin Verland

### Board of Directors

On behalf of: VL Group Holding ApS

Serial number: 327afc6c-04e8-4a69-98e6-5e16a9c3620b

IP: 213.32.xxx.xxx

2024-04-14 09:26:32 UTC



## Nicolai Bloch Tobiesen

### Board of Directors

On behalf of: VL Group Holding ApS

Serial number: nt@findos.com

IP: 79.199.xxx.xxx

2024-04-16 09:08:10 UTC

## Anne Møller Sørensen

### Board of Directors

On behalf of: VL Group Holding ApS

Serial number: ams@vla.dk

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**Ole Rønne Becker**

**State Authorised Public Accountant**

On behalf of: EY Godkendt Revisionspartnerselskab

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