



CIP MidCo 1 ApS

Gdanskgade 18, 12.
2150 Nordhavn
CVR No. 42246611

Annual report 2023

The Annual General Meeting adopted the annual report on 14.06.2024

DocuSigned by:

Jakob Baruël Poulsen

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Jakob Baruël Poulsen

Chairman of the General Meeting

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Entity details

Entity

CIP MidCo 1 ApS
Gdanskgade 18, 12.
2150 Nordhavn

Business Registration No.: 42246611
Date of foundation: 24.03.2021
Registered office: Copenhagen
Financial year: 01.01.2023 - 31.12.2023

Executive Board

Jakob Baruël Poulsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of CIP MidCo 1 ApS for the financial year 01.01.2023 - 31.12.2023.

The annual report is presented in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations and cash flows for the financial year 01.01.2023 - 31.12.2023.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 14.06.2024

Executive Board

DocuSigned by:

Jakob Baruel Poulsen

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Jakob Baruel Poulsen

Independent auditor's report

To the shareholders of CIP MidCo 1 ApS

Opinion

We have audited the financial statements of CIP MidCo 1 ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity, cash flow statement and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations and cash flows for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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 Entity'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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

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

Copenhagen, 14.06.2024

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

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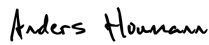
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Bill Haudal Pedersen

State Authorised Public Accountant

Identification No (MNE) mne30131

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Anders Houmann

State Authorised Public Accountant

Identification No (MNE) mne46265

Management commentary

Financial highlights

	2023	2022	2021
	DKK'000	DKK'000	DKK'000
Key figures			
Gross profit/loss	(245)	(122)	(70)
Operating profit/loss	(245)	(122)	(70)
Net financials	(891)	(524)	(75)
Profit/loss for the year	46,702	136,550	245,046
Total assets	493,395	449,138	267,764
Equity	405,741	401,260	264,710
Ratios			
Return on equity (%)	11.93	41.04	N/A
Equity ratio (%)	82.23	89.34	98.86

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Return on equity (%):

Profit/loss for the year * 100
Average equity

Equity ratio (%):

Equity * 100
Total assets

Primary activities

The object of the Entity is to act as a holding company and to conduct business within the fields of trade and investments, along with other fields which are related hereto.

Development in activities and finances

The Entity has realised a profit of DKK 46,702 thousand compared with a profit of DKK 136,550 thousand last year.

Profit/loss for the year in relation to expected developments

The development in the financial year's activities is as expected. The development was positively affected by dividends from the underlying investments.

Outlook

Management expects a positive result in 2024.

Events after the balance sheet date

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

Income statement for 2023

	Notes	2023 DKK'000	2022 DKK'000
Gross profit/loss		(245)	(122)
Income from investments in group enterprises	2	42,574	137,225
Income from investments in participating interests		6,544	0
Other financial income		2,530	1,664
Other financial expenses		(3,421)	(2,188)
Profit/loss before tax		47,982	136,579
Tax on profit/loss for the year		(1,280)	(29)
Profit/loss for the year	3	46,702	136,550

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK'000	2022 DKK'000
Investments in group enterprises		167,853	125,371
Investments in participating interests		319,604	318,591
Financial assets	4	487,457	443,962
Fixed assets		487,457	443,962
Receivables from group enterprises		4,932	4,721
Other receivables		112	0
Receivables		5,044	4,721
Cash		894	455
Current assets		5,938	5,176
Assets		493,395	449,138

Equity and liabilities

	Notes	2023 DKK'000	2022 DKK'000
Contributed capital	5	50	50
Share premium		19,616	19,616
Retained earnings		379,275	381,594
Proposed dividend		6,800	0
Equity		405,741	401,260
Bank loans		56,164	47,783
Payables to group enterprises		30,135	0
Non-current liabilities other than provisions		86,299	47,783
Tax payable		1,280	29
Other payables		75	66
Current liabilities other than provisions		1,355	95
Liabilities other than provisions		87,654	47,878
Equity and liabilities		493,395	449,138
Events after the balance sheet date	1		
Employees	7		
Contingent liabilities	8		
Assets charged and collateral	9		
Non-arm's length related party transactions	10		

Statement of changes in equity for 2023

	Contributed capital DKK'000	Share premium DKK'000	Retained earnings DKK'000	Proposed dividend DKK'000	Total DKK'000
Equity beginning of year	50	19,616	381,594	0	401,260
Extraordinary dividend paid	0	0	(42,221)	0	(42,221)
Profit/loss for the year	0	0	39,902	6,800	46,702
Equity end of year	50	19,616	379,275	6,800	405,741

There are special dividend rights attached to specific share classes. The contributed capital for the Entity is divided into A-B2 shares.

Cash flow statement for 2023

	Notes	2023 DKK'000	2022 DKK'000
Operating profit/loss		(245)	(122)
Working capital changes	6	8	45
Other adjustments		0	2
Cash flow from ordinary operating activities		(237)	(75)
Financial income received		471	12,773
Financial expenses paid		(499)	(12,799)
Cash flows from operating activities		(265)	(101)
Acquisition of enterprises		0	(10,533)
Disposal of enterprises		214	0
Dividends received		5,641	25,000
Capital increase in investments		(43,281)	(63,675)
Cash flows from investing activities		(37,426)	(49,208)
Free cash flows generated from operations and investments before financing		(37,691)	(49,309)
Loans raised		29,750	0
Cash flows from financing activities		29,750	0
Increase/decrease in cash and cash equivalents		(7,941)	(49,309)
Cash and cash equivalents beginning of year		(47,329)	1,980
Cash and cash equivalents end of year		(55,270)	(47,329)
Cash and cash equivalents at year-end are composed of:			
Cash		894	455
Short-term debt to banks		(56,164)	(47,784)
Cash and cash equivalents end of year		(55,270)	(47,329)

Notes

1 Events after the balance sheet date

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

2 Income from investments in group enterprises

Income from investments in group enterprises consists of distribution of assets from CIP TopCo 1 ApS related to listed shares. I.e., the dividend in the statement of profit & loss is non-cash. The amount corresponds to the distribution made in Asen Holding 1 ApS. The assets has been redistributed at the same fair value as received, hence, the transaction has no effect on the Company's equity as of 31 December 2023. No gain has been realized in connection with the distribution. The internal movement has been assessed by Management to better align with the investment strategy of the Company.

3 Proposed distribution of profit and loss

	2023 DKK'000	2022 DKK'000
Ordinary dividend for the financial year	6,800	0
Retained earnings	39,902	136,550
	46,702	136,550

4 Financial assets

	Investments in group enterprises DKK'000	Investments in participa- ting interests DKK'000
Cost beginning of year	125,371	318,591
Additions	42,482	1,013
Cost end of year	167,853	319,604
Carrying amount end of year	167,853	319,604

Investments in subsidiaries	Registered in	Corporate form	Equity interest %	Equity DKK'000	Profit/loss DKK'000
CIP Holding 1 ApS	Denmark	ApS	100.00	200,639	142,171
Asen Holding 1 ApS	Denmark	ApS	100.00	89,692	221
CIP HoldCo 1 ApS	Denmark	ApS	51.00	7,838	(198)

Investments in participating interests	Registered in	Corporate form	Ownership %	Equity DKK'000	Profit/loss DKK'000
SP InvestCo 1 ApS	Denmark	ApS	25.00	125,164	916
CIV II 2014 K/S	Denmark	K/S	7.65	11,467	84,696
CIV 24 October 2021 K/S	Denmark	K/S	2.84	150	(77)
CII HoldCo Ltd	United Kingdom	Ltd	3.94	301,317	(2,427)

SP InvestCo 1 ApS presents its annual report in EUR. An exchange rate of 7.45 has been used for conversion.

CII HoldCo Ltd presents its annual report in GBP. An exchange rate of 8.58 has been used for conversion.

5 Share capital

	Number	Nominal value DKK'000
Share class A	19,427	19
Share class B1	15,643	16
Share class B2	15,030	15
	50,100	50

6 Changes in working capital

	2023 DKK'000	2022 DKK'000
Increase/decrease in receivables	0	45
Increase/decrease in trade payables etc	8	0
	8	45

7 Employees

The Entity has no employees.

The Management has not received remunerations.

8 Contingent liabilities

There is a remaining investment commitment of DKK 1,857 thousand.

The Entity participates in a Danish joint taxation arrangement where CIP Topco 1 ApS serves as the administration entity. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore secondarily liable for income taxes etc for the jointly taxed entities, which is limited to the equity interest by which the entity participates in the Group.

There are no other guarantees or contingent liabilities of the Entity.

9 Assets charged and collateral

The Entity has collateralised its shares in CIP Holding 1 ApS as security for any obligation that CIP Holding 1 ApS has or may have towards Ringkjøbing Landbobank A/S.

10 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. No such transactions have been conducted in the financial year.

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

The accounting policies applied to these financial statements are consistent with those applied last year.

Reporting currency is Danish kroner (DKK).

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises other external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities.

Income from investments in group enterprises

Income from investments in group enterprises comprises interests gains in the form of interests, dividends etc. received from the individual group enterprises in the financial year

Income from investments in participating interests

Income from investments in associates comprises interests gains in the form of interests, dividends etc. received from the individual associates in the financial year.

Other financial income

Other financial income comprises interest income and exchange rate adjustments.

Other financial expenses

Other financial expenses comprise interest expenses, guarantee premium, bank charges and exchange rate adjustments.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**Investments in group enterprises**

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Investments in participating interests

Investments in participating interests are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Cash

Cash comprises cash in bank deposits.

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Tax receivable or payable

Current tax receivable or payable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes, and financial income, financial expenses and income tax paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, repayments of interest-bearing debt, including lease liabilities, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term bank debt.