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CIP MidCo 3 ApS

Gdanskgade 18, 12.
2150 Nordhavn
CVR No. 42246662

Annual report 2023

The Annual General Meeting adopted the annual report on 14.06.2024

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Christina Grumstrup Sørensen
Chairman of the General Meeting

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Entity details

Entity

CIP MidCo 3 ApS
Gdanskgade 18, 12.
2150 Nordhavn

Business Registration No.: 42246662
Date of foundation: 24.03.2021
Registered office: Copenhagen
Financial year: 01.01.2023 - 31.12.2023

Executive Board

Christina Grumstrup Sørensen

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 3 ApS for the financial year 01.01.2023 - 31.12.2023.

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

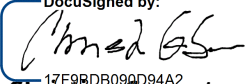
In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations and cash flows for the financial year 01.01.2023 - 31.12.2023.

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

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Christina Grumstrup Sørensen

Independent auditor's report

To the shareholders of CIP MidCo 3 ApS

Opinion

We have audited the financial statements of CIP MidCo 3 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

DocuSigned by:

Bill Haudal Pedersen

Bill Haudal Pedersen

State Authorised Public Accountant
Identification No (MNE) mne30131

DocuSigned by:

Anders Houmann

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	(212)	(242)	(70)
Operating profit/loss	(212)	(242)	(70)
Net financials	(131)	(2,022)	(29)
Profit/loss for the year	12,927	128,746	230,082
Total assets	437,224	403,752	251,705
Equity	391,769	378,842	250,096
Ratios			
Return on equity (%)	3.71	40.98	N/A
Equity ratio (%)	89.60	93.83	99.36

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

Return on equity (%):

$\frac{\text{Profit/loss for the year} * 100}{\text{Average equity}}$

Equity ratio (%):

$\frac{\text{Equity} * 100}{\text{Total assets}}$

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 12,927 thousand compared with a profit of DKK 128,746 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		(212)	(242)
Income from investments in group enterprises		8,121	130,698
Income from investments in participating interests		6,544	0
Other financial income		3,203	104
Other financial expenses		(3,334)	(2,126)
Profit/loss before tax		14,322	128,434
Tax on profit/loss for the year		(1,395)	312
Profit/loss for the year	2	12,927	128,746

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK'000	2022 DKK'000
Investments in group enterprises		92,474	62,295
Investments in participating interests		343,389	340,703
Financial assets	3	435,863	402,998
Fixed assets		435,863	402,998
Receivables from group enterprises		322	11
Other receivables		112	0
Tax receivable		0	312
Receivables		434	323
Cash		927	431
Current assets		1,361	754
Assets		437,224	403,752

Equity and liabilities

	Notes	2023 DKK'000	2022 DKK'000
Contributed capital	4	50	50
Share premium		19,964	19,964
Retained earnings		371,755	358,828
Equity		391,769	378,842
Bank loans		3,635	4,972
Payables to group enterprises		40,351	19,872
Tax payable		1,395	0
Other payables		74	66
Current liabilities other than provisions		45,455	24,910
Liabilities other than provisions		45,455	24,910
Equity and liabilities		437,224	403,752
Events after the balance sheet date	1		
Employees	6		
Contingent liabilities	7		
Assets charged and collateral	8		
Non-arm's length related party transactions	9		

Statement of changes in equity for 2023

	Contributed capital DKK'000	Share premium DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	50	19,964	358,828	378,842
Profit/loss for the year	0	0	12,927	12,927
Equity end of year	50	19,964	371,755	391,769

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		(212)	(242)
Working capital changes	5	8	46
Cash flow from ordinary operating activities		(204)	(196)
Financial income received		19	107
Financial expenses paid		(4)	(127)
Cash flows from operating activities		(189)	(216)
Acquisition of enterprises		(402)	(35,026)
Dividends received		12,944	20,000
Interest received		2	0
Capital increase in investments		(30,179)	(7,360)
Cash flows from investing activities		(17,635)	(22,386)
Free cash flows generated from operations and investments before financing		(17,824)	(22,602)
Loans raised		19,658	19,528
Cash flows from financing activities		19,658	19,528
Increase/decrease in cash and cash equivalents		1,834	(3,074)
Cash and cash equivalents beginning of year		(4,542)	(1,468)
Cash and cash equivalents end of year		(2,708)	(4,542)
Cash and cash equivalents at year-end are composed of:			
Cash		927	431
Short-term debt to banks		(3,635)	(4,973)
Cash and cash equivalents end of year		(2,708)	(4,542)

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 Proposed distribution of profit and loss

	2023 DKK'000	2022 DKK'000
Retained earnings	12,927	128,746
	12,927	128,746

3 Financial assets

	Investments in group enterprises DKK'000	Investments in participa- ting interests DKK'000
Cost beginning of year	62,295	340,703
Additions	30,179	2,686
Cost end of year	92,474	343,389
Carrying amount end of year	92,474	343,389

Investments in subsidiaries	Registered in	Corporate form	Equity interest %	Equity DKK'000	Profit/loss DKK'000
CIP Holding 3 ApS	Denmark	ApS	100.00	219,034	144,498
Asen Holding 3 ApS	Denmark	ApS	100.00	71,836	(529)

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 2012 K/S	Denmark	K/S	9.66	150	(77)
CII HoldCo Ltd	United Kingdom	Ltd	12.08	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.

4 Share capital

	Number	Nominal value DKK'000
Share class A	29,651	30
Share class B1	10,429	10
Share class B2	10,020	10
	50,100	50

5 Changes in working capital

	2023 DKK'000	2022 DKK'000
Increase/decrease in trade payables etc	8	46
	8	46

6 Employees

The Entity has no employees.

The Management has not received remunerations.

7 Contingent liabilities

CIP MidCo 3 ApS has committed funds of DKK 1,857 thousand.

The Entity participates in a Danish joint taxation arrangement where CIP Topco 3 ApS serves as the administration company. 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.

8 Assets charged and collateral

The Entity has collateralised its shares in CIP Holding 3 ApS as security for any obligation that CIP Holding 3 ApS has or may have towards Ringkjøbing Landbobank A/S.

9 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 dividends etc received from the individual group enterprises in the financial year.

Income from investments in participating interests

Income from investments in participating interests comprises dividends etc received from the individual participating interests 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, interest related to loan, 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.

Tax payable or receivable

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

Cash

Cash comprises cash in bank deposits.

Other financial liabilities

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

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.