
Alpha BidCo ApS

Park Allé 290, 1. th., DK-2605 Brøndby

Annual Report for 18 June - 31 December 2021

CVR No 42 47 43 20

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
29/4 2022

Brian Bisgaard
Chairman of the General
Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Alpha BidCo ApS for the financial year 18 June - 31 December 2021.

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 financial position at 31 December 2021 of the Company and of the results of the Company operations for 2021.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

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

Brøndby, 29 April 2022

Executive Board

Martin Godske
CEO

Brian Bisgaard
Executive Officer

Board of Directors

Kristian Emborg
Chairman

David Porter

Alexander David Martti
Cunynghame

Brian Bisgaard

Martin Godske

Philip Søren Thorsen

Independent Auditor's Report

To the Shareholders of Alpha BidCo ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 18 June - 31 December 2021 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Alpha BidCo ApS for the financial year 18 June - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

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' 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.

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 Financials Statements Act.

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

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 misstate-

Independent Auditor's Report

ment, 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:

- 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

Independent Auditor's Report

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.

Hellerup, 29 April 2022

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Ulrik Ræbild
statsautoriseret revisor
mne33262

Jesper Randall Petersen
statsautoriseret revisor
mne34352

Company Information

The Company

Alpha BidCo ApS
Park Allé 290, 1. th.
DK-2605 Brøndby

CVR No: 42 47 43 20
Financial period: 18 June - 31 December
Municipality of reg. office: Brøndby

Board of Directors

Kristian Emborg , Chairman
David Porter
Alexander David Martti Cunynghame
Brian Bisgaard
Martin Godske
Philip Søren Thorsen

Executive Board

Martin Godske
Brian Bisgaard

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The purpose of the company is to invest in investments in order to create a return, to provide management services to subsidiaries and all companies that, in the director's opinion, are related to this.

Unusual conditions

As a result of the COVID-19 pandemic the Group has experienced an increase in sickness absence in 2021.

In addition to COVID-19 the Group's balance sheet and financial position per December 31, 2021, is not affected by unusual circumstances.

Development in the year

The income statement of the Company for 2021 shows a loss of DKK 11,920,245, and at 31 December 2021 the balance sheet of the Company shows equity of DKK 308,735,038.

The Group has been established this year after the purchase of the Habitus Group.

The Group's growth in revenue is considered unsatisfactory.

As a result of the COVID-19 pandemic, the Group experienced an increase in sickness absence in 2021. In addition, during the year, there has been a large turnover of staff in several of the Group's subsidiaries, which has led to increased staff costs.

In 2021, there has been a continued focus on competence development with "outrage" as the theme, as well as other health related aspects.

The result for the year is unsatisfactory.

Special risks

The Group's operational risks are related to the contracts entered with the Danish municipalities. The financial risks are limited in terms of the Group's financial preparedness, as well as the Group's credit risks are minimal given the spread in customers and business partners.

Long term debt is in DKK. As income and expenses are also in DKK implies that the group is not exposed to currency fluctuations.

Data ethics

In our business, the most sensitive data is related to employees and residents. GDPR legislation satisfactorily covers this area, which is why we do not have a separate policy on data ethics.

Management's Review

Targets and expectations for the year ahead

The current organizational structure has contributed positively to the year result, which is expected to continue in the coming year.

For the year 2022, a profit margin of at least the same level as the year 2021 is expected.

Research and development

It is essential for the Group's continued growth to attract and retain skilled and well-trained employees with expertise in autism spectrum disorders, as well as other complex diagnoses.

The Group offers employees a comprehensive course program, where employees are trained and updated within the subject area.

Our policy in this area is that all employees working with residents must undergo compulsory modules and pass tests in the Habitus Academy before providing support to our residents. With this, we ensure a high and uniform quality across the group's housing offers, which is also reflected in the supervision reports from the social supervision.

The Group does not carry out any systematized research, but continuous adaptation is carried out and development of the Group's concepts within the Group's main activities.

Environment

The Group is environmentally conscious and works continuously to minimize the environmental impact from operating activities.

The Group's vehicles comply with Euronorm6. When replacing vehicles, the appropriateness of hybrid or electric vehicles is assessed.

When refurbishing premises, environmental impact is part of the decision basis for choosing energy sources. In addition to traditional energy sources, we use geothermal heat.

We continuously work with IT support in everyday life, including reducing paper and toner consumption.

The areas listed above make up a smaller share of the total cost base. The risk in this regard is very small, which is why there is no specific policy within this area.

Management's Review

Anti-corruption and bribery

We have zero tolerance for corruption and bribery.

We cooperate with public authorities and neither offer nor receive any form of bribery in that regard. We are subject to several supervisory agencies and transparency is therefore an important part of the way we work.

As our clients are all public and we only operate in Denmark, which is one of the less corrupt countries in the world, this area does not constitute a significant risk in our business. We therefore have no specific policy within this area.

Statement of corporate social responsibility

We consider it a human right that everyone should have equal rights.

As all the Group's activities are in Denmark, which we consider to be a regulated market, this area does not constitute a significant risk in our business. We therefore have no specific policy within this area.

Statement on gender composition

It will remain the policy for the Group to work for equal rights and opportunities for male and female employees.

The Board of Directors consist of 6 males. The Board of Directors has a goal that by 2028 there must be at least one female representative on the board. This objective has not yet been raised as the Board of Directors has not found it appropriate to make a change in the Board of Directors.

In the operating subsidiaries, the composition of the Board of Directors is 1/3 female and 2/3 male, which composition we find satisfying.

The distribution between male and female in the Group in 2021 is 57% male and 43% female, which is a satisfactory distribution.

Subsequent events

As a result of the COVID-19 pandemic, the Group has experienced increased sickness absence in the period January to March 2022, compared to the period before COVID-19.

Income Statement 18 June - 31 December

	<u>Note</u>	<u>2021</u> DKK
Revenue		1.925.398
Other external expenses		-5.116.140
Gross profit/loss		-3.190.742
Staff expenses	1	-2.087.319
Profit/loss before financial income and expenses		-5.278.061
Financial income	2	8.072
Financial expenses	3	-8.424.135
Profit/loss before tax		-13.694.124
Tax on profit/loss for the year	4	1.773.879
Net profit/loss for the year		-11.920.245

Distribution of profit

Proposed distribution of profit

Retained earnings		-11.920.245
		-11.920.245

Balance Sheet 31 December

Assets

	<u>Note</u>	<u>2021</u> DKK
Investments in subsidiaries	5	523.987.165
Fixed asset investments		<u>523.987.165</u>
Fixed assets		<u>523.987.165</u>
Receivables from group enterprises		4.198.701
Other receivables		715.025
Receivables		<u>4.913.726</u>
Cash at bank and in hand		<u>8.026.620</u>
Currents assets		<u>12.940.346</u>
Assets		<u>536.927.511</u>

Balance Sheet 31 December

Liabilities and equity

	<u>Note</u>	<u>2021</u> DKK
Share capital	6	40.000
Retained earnings		308.695.038
Equity		<u>308.735.038</u>
Credit institutions		223.000.683
Long-term debt	7	<u>223.000.683</u>
Trade payables		430.651
Other payables		4.761.139
Short-term debt		<u>5.191.790</u>
Debt		<u>228.192.473</u>
Liabilities and equity		<u>536.927.511</u>
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Statement of Changes in Equity

	<u>Share capital</u> DKK	<u>Retained earnings</u> DKK	<u>Total</u> DKK
Equity at 18 June	40.000	0	40.000
Contribution from group	0	320.615.283	320.615.283
Net profit/loss for the year	0	-11.920.245	-11.920.245
Equity at 31 December	<u>40.000</u>	<u>308.695.038</u>	<u>308.735.038</u>

Notes to the Financial Statements

1 Staff expenses

Wages and salaries	1.837.305
Pensions	242.154
Other social security expenses	7.860
	2.087.319

Average number of employees	2
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2 Financial income

Interest received from group enterprises	8.072
	8.072

3 Financial expenses

Other financial expenses	8.424.135
	8.424.135

4 Tax on profit/loss for the year

Current tax for the year	-1.773.879
	-1.773.879

5 Investments in subsidiaries

Cost at 18 June	0
Additions for the year	523.987.165
Carrying amount at 31 December	523.987.165

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
Habitus Holding ApS	Brøndby	80.000	100%	2.529.061	1.888.020
Habitus Bolig ApS	Brøndby	110.000	100%	-1.161.886	-140.791

Notes to the Financial Statements

6 Share capital

The share capital consists of 1 share of a nominal value of DKK 40,000. No shares carry any special rights.

7 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	<u>2021</u> DKK
Credit institutions	
Between 1 and 5 years	<u>223.000.683</u>
Long-term part	223.000.683
Within 1 year	<u>0</u>
	<u>223.000.683</u>

Notes to the Financial Statements

8 Contingent assets, liabilities and other financial obligations

Charges and security

The following assets have been placed as security with credit institutes:

Investments in material subsidiaries owned by Habitus Holding ApS and mortgaged properties owned by Habitus Bolig ApS.

Contingent liabilities

The company has issued a statement of financial support to Habitus Bolig ApS in order to support with any necessary financing in 2022.

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Alpha HoldCo ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

9 Related parties

Basis

Controlling interest

Alpha HoldCo ApS	Brøndby
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Ownership

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

Alpha HoldCo ApS

Consolidated Financial Statements

The company is included in the consolidated report for the parent company

Name	Place of registered office
Alpha HoldCo ApS	Brøndby

Notes to the Financial Statements

10 Accounting Policies

The Annual Report of Alpha BidCo ApS for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The Financial Statements for 2021 are presented in DKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Alpha HoldCo ApS, the Company has not prepared consolidated financial statements.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Business combinations

Business acquisitions

Acquisitions of subsidiaries are accounted for using the purchase method under which the identifiable assets and liabilities of the entity acquired are measured at fair value at the time of acquisition.

The time of acquisition is the time when the Group obtains control of the entity acquired.

The cost of the entity acquired is the fair value of the consideration agreed, including consideration contingent on future events. Transaction costs directly attributable to the acquisition of subsidiaries are recognised in the income statement as incurred.

Positive differences between the cost of the entity acquired and identifiable assets and liabilities are recognised as goodwill in intangible assets in the balance sheet and are amortised in the income statement on a straight-line basis over their estimated useful lives. Where the differences are negative, they are re-

Notes to the Financial Statements

10 Accounting Policies (continued)

cognised immediately in the income statement.

Where the purchase price allocation is not final, positive and negative differences from acquired subsidiaries due to changes to the recognition and measurement of identifiable net assets may be adjusted for up to 12 months after the time of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

Where cost includes contingent consideration, this is measured at fair value at the time of acquisition. Contingent consideration is subsequently measured at fair value. Any value adjustments are recognised in the income statement.

In respect of step acquisitions, any previously held investments in the entity acquired are remeasured at fair value at the time of acquisition. The difference between the carrying amount of the investment previously held and the fair value is recognised in the income statement.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income Statement

Revenue

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Notes to the Financial Statements

10 Accounting Policies (continued)

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

Dividends from subsidiaries are recognised as income in the income statement when adopted at the General Meeting of the subsidiary. However, dividends relating to earnings in the subsidiary before it was acquired by the Parent Company are set off against the cost of the subsidiary.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is

Notes to the Financial Statements

10 Accounting Policies (continued)

negative.

Equity

Dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as mortgage loans and loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.