
Alpha BidCo ApS

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

Annual Report for 2022

CVR No. 42 47 43 20

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 6/6 2023

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 Financial Statements of Alpha BidCo ApS for the financial year 1 January - 31 December 2022.

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 2022 of the Company and of the results of the Company operations for 2022.

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

We recommend that the Financial Statements be adopted at the Annual General Meeting.

Brøndby, 6 June 2023

Executive Board

Martin Godske
CEO

Brian Bisgaard
Chief Financial Officer

Board of Directors

Kristian Emborg
Chairman

Philip Søren Thorsen

Martin Godske

Brian Bisgaard

David Porter

Alexander David Martti
Cunynghame

Independent Auditor's report

To the shareholder of Alpha BidCo ApS

Report on the Financial Statements

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Alpha BidCo ApS for the financial year 1 January - 31 December 2022, 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 Financial 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 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.

Independent Auditor's report

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 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.

Reporting obligations under section 7(2) of the Danish Executive Order on Approved Auditors' Reports

Non-compliance with the Danish Companies Act

Contrary to section 206 of the Danish Companies Act, the Company has received a loan from a subsidiary company to finance interest on loan linked to acquisition of shares in the subsidiary company, by which Management may incur liability. We refer to note 1 in the financial statement.

Independent Auditor's report

Hellerup, 6 June 2023

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Ulrik Ræbild
State Authorised Public Accountant
mne33262

Jesper Randall Petersen
State Authorised Public Accountant
mne34352

Company information

The Company	Alpha BidCo ApS Park Allé 290, 1. th. DK-2605 Brøndby CVR No: 42 47 43 20 Financial period: 1 January - 31 December Incorporated: 18 June 2021 Municipality of reg. office: Brøndby
Board of Directors	Kristian Emborg, chairman Philip Søren Thorsen Martin Godske Brian Bisgaard David Porter Alexander David Martti Cunynghame
Executive board	Martin Godske Brian Bisgaard
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

Management's review

Key activities

During the financial year, the company's most significant activities consisted of owning shares in subsidiaries that earns its living by running housing and daycare for adults and adolescents with autism spectrum disorders as well as other complex diagnoses.

Development in the year

The income statement of the Company for 2022 shows a loss of DKK 15,719,345, and at 31 December 2022 the balance sheet of the Company shows positive equity of DKK 293,015,693.

The Company's growth in revenue is considered unsatisfactory.

Uncertainty relating to recognition and measurement

There has been no uncertainty regarding recognition and measurement in the Annual Report.

Unusual events

The financial position at 31 December 2022 of the Company and the results of the activities and cash flows of the Company for the financial year for 2022 have not been affected by any unusual events.

Subsequent events

No significant events occurred after the end of the financial year.

Income statement 1 January - 31 December

	Note	2022	2021
		DKK	DKK
Revenue		5,047,299	1,925,398
Other external expenses		-1,721,822	-5,116,140
Gross profit/loss		3,325,477	-3,190,742
Staff expenses	2	-5,113,994	-2,087,319
Profit/loss before financial income and expenses		-1,788,517	-5,278,061
Financial income	3	27,624	8,072
Financial expenses	4	-18,206,447	-8,424,135
Profit/loss before tax		-19,967,340	-13,694,124
Tax on profit/loss for the year	5	4,074,515	1,773,879
Net profit/loss for the year		-15,892,825	-11,920,245

Distribution of profit

	2022	2021
	DKK	DKK
Proposed distribution of profit		
Retained earnings	-15,892,825	-11,920,245
	-15,892,825	-11,920,245

Balance sheet 31 December

Assets

	Note	2022 DKK	2021 DKK
Investments in subsidiaries	6	523,987,165	523,987,165
Deposits	7	81,225	0
Fixed asset investments		524,068,390	523,987,165
Fixed assets		524,068,390	523,987,165
Receivables from group enterprises		655,441	2,414,822
Other receivables		0	715,025
Corporation tax receivable from group enterprises		4,074,512	1,783,879
Receivables		4,729,953	4,913,726
Cash at bank and in hand		0	8,026,620
Current assets		4,729,953	12,940,346
Assets		528,798,343	536,927,511

Balance sheet 31 December

Liabilities and equity

	Note	2022 DKK	2021 DKK
Share capital	8	40,000	40,000
Retained earnings		292,802,213	308,695,038
Equity		292,842,213	308,735,038
Credit institutions		224,077,501	223,000,683
Long-term debt	9	224,077,501	223,000,683
Credit institutions	9	4,685,539	0
Trade payables		160,531	430,651
Payables to group enterprises		1,085,334	0
Other payables		5,947,225	4,761,139
Short-term debt		11,878,629	5,191,790
Debt		235,956,130	228,192,473
Liabilities and equity		528,798,343	536,927,511
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Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January	40,000	308,695,038	308,735,038
Net profit/loss for the year	0	-15,892,825	-15,892,825
Equity at 31 December	40,000	292,802,213	292,842,213

Notes to the Financial Statements

1. Unusual conditions

The company has, in violation of Section 206 of the Danish Companies Act, received a loan from a subsidiary company to finance interest on loan linked to the acquisition of shares in the subsidiary company, by which management may incur liability. The management has corrected the financing relationship between the company and the subsidiary company via extraordinary dividends from the subsidiary company to the parent company as of June 5th, 2023. The amount granted as loan is interest calculated in accordance with current regulations.

	<u>2022</u>	<u>2021</u>
	DKK	DKK
2. Staff Expenses		
Wages and salaries	4,420,567	1,837,305
Pensions	675,360	242,154
Other social security expenses	18,067	7,860
	<u>5,113,994</u>	<u>2,087,319</u>
Including remuneration to the Executive Board and Board of Directors:		
Executive board	5,053,774	
Board of directors	569,994	
	<u>5,623,768</u>	
Average number of employees	<u>2</u>	<u>2</u>

	<u>2022</u>	<u>2021</u>
	DKK	DKK
3. Financial income		
Interest received from group enterprises	27,624	8,072
	<u>27,624</u>	<u>8,072</u>

	<u>2022</u>	<u>2021</u>
	DKK	DKK
4. Financial expenses		
Other financial expenses	18,206,447	8,424,135
	<u>18,206,447</u>	<u>8,424,135</u>

Notes to the Financial Statements

	2022	2021
	DKK	DKK
5. Income tax expense		
Current tax for the year	-4,074,515	-1,773,879
	<u>-4,074,515</u>	<u>-1,773,879</u>

	2022	2021
	DKK	DKK
6. Investments in subsidiaries		
Cost at 1 January	523,987,165	0
Additions for the year	0	523,987,165
Cost at 31 December	<u>523,987,165</u>	<u>523,987,165</u>
Carrying amount at 31 December	<u>523,987,165</u>	<u>523,987,165</u>

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes	Ownership	Equity	Net profit/loss for the year
Habitus Holding ApS	Brøndby	80.000	100%%	100%	2,206,479	-322,582
Habitus Bolig ApS	Brøndby	110.000	100%%	100%	141,374	1,303,262
					<u>2,347,853</u>	<u>980,680</u>

7. Other fixed asset investments

	Deposits
	DKK
Cost at 1 January	0
Additions for the year	81,225
Cost at 31 December	<u>81,225</u>
Carrying amount at 31 December	<u>81,225</u>

Notes to the Financial Statements

8. Share capital

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

9. 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:

	2022	2021
	DKK	DKK
Credit institutions		
After 5 years	0	0
Between 1 and 5 years	224,077,501	223,000,683
Long-term part	<u>224,077,501</u>	<u>223,000,683</u>
Within 1 year	0	0
Other short-term debt to credit institutions	4,685,539	0
Short-term part	<u>4,685,539</u>	<u>0</u>
	<u>228,763,040</u>	<u>223,000,683</u>

10. Contingent assets, liabilities and other financial obligations

Charges and security

Rental and lease obligations

The Company has entered into rental contracts with up to 5 months' non-termination

Other contingent liabilities

The company has issued a statement of financial support to Habitus Bolig ApS in order to support with any necessary financing in 2023.

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.

Notes to the Financial Statements

11. Related parties and disclosure of consolidated financial statements

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company of the largest and smallest group:

<u>Name</u>	<u>Place of registered office</u>
Alpha HoldCo ApS	Brøndby

Notes to the Financial Statements

12. Accounting policies

The Annual Report of Alpha BidCo ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2022 are presented in DKK.

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 carried through on or after 1 July 2018

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 recognised 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.

Notes to the Financial Statements

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

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

Net sales

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 expenses for premises, sales as well as office expenses, etc.

Staff expenses

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

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 the parent company and its subsidiaries. The tax effect of the joint taxation is allocated to Danish 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.

Notes to the Financial Statements

Other fixed asset investments

Other fixed asset investments consist of deposits

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 negative.

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, including the tax base of tax loss carry-forwards, 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 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.