# A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S

Lyngby Hovedgade 85 DK 2800 Kongens Lyngby

Business Registration No. 43 05 97 42

Annual Report for the period 01 January – 31 December 2023

Chairman\_ Simon Krogh

Adopted at the annual general meeting on 14 May 2024

# CONTENTS

Statement by the General Partner	2
Independent auditor's report	3
Company information	6
Management's review	7
Statement of comprehensive income	8
Balance sheet 31 December	9
Statement of changes in equity	10
Cash flow statement	11
Notes to the financial statements	12

A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S 2023

### STATEMENT BY THE GENERAL PARTNER

The General Partner has today discussed and approved the Annual Report of A.P. Møller Capital – Emerging Markets Infrastructure II Co-investment K/S for the financial year o1 January - 31 December 2023.

The Annual Report has been prepared in accordance with the International Financial Reporting Standards, which is approved by EU and further disclosure requirements in the Danish Financial Statements Act and disclosure requirements in accordance with the Danish Alternative Investment Fund Managers Act.

It is our opinion that the financial statements give a true and fair view of the Company's financial position at 31 December 2023 and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2023.

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

The General Partner recommends the annual report for adoption at the annual general meeting.

Copenhagen, 8 April 2024

On behalf of the General Partner:

A.P. Møller Capital - Emerging Markets Infrastructure II GP ApS

Joe Nicklaus Nielsen Director

### INDEPENDENT AUDITOR'S REPORT

# To the Shareholders of A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S

### **Opinion**

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2023 in accordance with International Financial Reporting Standards as adopted by the EU and further disclosure requirements in the Danish Financial Statements Act and in the Danish Alternative Investment Fund Managers Act.

We have audited the Financial Statements of A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S for the financial year 1 January - 31 December 2023, which comprise statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including a summary of significant accounting policies.

### **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' Code of Ethics for Professional Accountants (IESBA Code) and the additional 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 and the Danish Alternative Investment Fund Management 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 and in the Danish Alternative Investment Fund Managers 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 International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act and in the Danish Alternative Investment Fund Managers 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.

### INDEPENDENT AUDITOR'S REPORT

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 judgment 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.

### INDEPENDENT AUDITOR'S REPORT

Copenhagen, 8 April 2024

**PricewaterhouseCoopers** 

Statsautoriseret Revisionspartnerselskab CVR No 33 77 12 31

Thomas Wraae Holm State Authorised Public Accountant mne30141 René Otto Poulsen State Authorised Public Accountant mne26718

# Penneo dokumentnøgle: COZ8K-B887J-LKLPH-BAPZK-N423P-ZEXT0

### **COMPANY INFORMATION**

Company A.P. Møller Capital – Emerging Markets Infrastructure II Co-

Investment K/S

**Business Registration No.** 43 05 97 42

Address Lyngby Hovedgade 85

DK-2800 Kongens Lyngby

**Reporting period** 1 January – 31 December 2023 **Financial Year** 1 January – 31 December

Fund Manager The General Partner is A.P. Møller Capital – Emerging Markets

Infrastructure II GP ApS and the Fund Manager is A.P. Møller

Capital P/S, (FSA no.: 23.129)

**Depositary** Intertrust Depositary Services (Denmark) A/S

c/o Harbour House Sundkrogsgade 21 DK-2100 Copenhagen

**Auditors** PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44 DK-2900 Hellerup

### MANAGEMENT'S REVIEW

### **Primary activity**

A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S was established in February 2022 and is managed by A.P. Møller Capital P/S. The Company's primary objective is to generate capital appreciation and yield through equity and equity-related investments in infrastructure related assets and activities in emerging markets with focus on transportation and logistics, as well as energy and utilities. Infrastructure and infrastructure related assets are in this connection defined as assets and activities that provide, or assist in providing, the basic physical and organizational structures applied for the good functioning of a society or enterprise. The Company aims to create long-term value for its investors through active ownership and value creation in the portfolio companies with such assets and activities.

The General Partner of A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S authorised to sign for the Company is A.P. Møller Capital – Emerging Markets Infrastructure Fund II GP ApS.

### **Investments**

At the end of 2023, A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S had made no investments.

### Development in activities and finances

Total Comprehensive income for the year is according to expectations.

Paid-in capital to the Company at the end of 2023 corresponds to 0% of the committed capital as of the balance sheet date. Total equity of the Company reflects the Company's paid-in capital, distributions, revaluation reserve and retained earnings since inception.

Management confirms that the Company is going concern and that the 2023 financial statements have been prepared on a going concern basis.

### Information in relation to the Alternative Investment Fund Managers Directive

Alternative investment funds have to make a number of disclosures in connection with their financial statements, according to the Alternative Investment Fund Managers Directive Article

There have been no changes in the matters below during the reporting period:

- The Fund's investment strategy;
- Valuation principles of the Fund's nature;
- The total committed capital in the Alternative Investment Fund;
- Arrangements for managing the Fund's liquidity;
- The Fund's risk profile and risk management systems, however the risk management framework has been further developed;
- Maximum level of leverage which the Fund Manager can use on behalf of the Fund, incl. the right to use collateral or any guarantee with the agreement allowing for the leverage.

### Investments and activities planned for 2024

No specific investments in scope for 2024. The investment pipeline consist of a broad range of promising projects with strong offerings and value propositions, well positioned for growth.

# STATEMENT OF COMPREHENSIVE INCOME

	<u>Note</u>	USD	2022 USD
Other external costs		921	-19,112
Operating profit/(loss) (EBIT)		921	-19,112
Financial income		57	9
Financial expenses		0	0
Net profit/(loss) for the year		978	-19,103
Total comprehensive income for the year		978	-19,103

# **BALANCE SHEET 31 DECEMBER**

	<u>Note</u>	<u>2023</u> USD	2022 USD
Assets			
Trade receivables Receivables		<u>2,575</u>	<u>o</u>
Cash and cash equivalents		231	297
Total cash and cash equivalents		231	<u> 297</u>
Total current assets		2,806	297
Total assets		2,806	<u>297</u>
	<u>Note</u>	<u>2023</u> USD	<u>2022</u> USD
Equity and liabilities			
Contributed capital		0	0
Retained earnings		<u>-18,125</u>	<u>-19,103</u>
Equity		<u>-18,125</u>	<u>-19,103</u>
Trade payables		2,502	18,857
Due to group entities		<u>18,429</u>	543
Total short-term liabilities		<u>20,931</u>	<u>19,400</u>
Total liabilities		<u>20,931</u>	19,400
Total equity and liabilities		<u>2,806</u>	<u> 297</u>

# STATEMENT OF CHANGES IN EQUITY

	Contributed capital USD	Reserve for hedges USD	Retained earnings USD	Equity
	CSD	CSD	COD	COD
Equity 1 January 2023	o	o	-19,103	-19,103
Profit/loss for the year	0	0	978	978
Total comprehensive income for the year	0	0	-18,125	-18,125
Limited partners equity total 31 December 2023	0	0	-18,125	-18,12 <u>5</u>

# A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S $2023\,$

# **CASH FLOW STATEMENT**

	USD	2022 USD
Operating profit/(loss) (EBIT) Change in working capital Financial income received	921 -1,044 57	-19,112 19,400 9
Cash flow from operating activities	-66	297
Net increase in cash and cash equivalents	-66	<b>29</b> 7
Cash and cash equivalents at the beginning of the year	297	0
Cash and cash equivalents at the end of the year	231	297

# Penneo dokumentnøgle: COZ8K-B887J-LKLPH-BAPZK-N423P-ZEXTO

# NOTES TO THE FINANCIAL STATEMENTS

		Page
1.	Summary of significant accounting policies	13
2.	Financial risks and financial instruments	14
3.	Personnel expenses	15
4.	Related party transactions	16
5	Subsequent events	16

### NOTES TO THE FINANCIAL STATEMENTS

### 1. Summary of significant accounting policies

### General information

The Annual Report of the Company has been prepared in accordance with the provisions of the International Financial Reporting Standards which are approved by the EU and further disclosure requirements according to the Danish Financial Statements Act for Class B (small entities) including certain requirements from reporting class C, and disclosure requirements in accordance with the Danish Alternative Investment Fund Managers Act.

The Annual Report is prepared in USD which is the functional currency of the Company.

The accounting policies applied are consistent with those of last year.

The most significant elements of the accounting principles applied are described below.

### New standards, amendments and interpretations not yet adopted

All of the new and amended Standards and Interpretations which are relevant to the Fund and which came into force with effect for financial years beginning 1 January 2023 have been applied when preparing the financial statements.

The General Partner further believes that other amended Standards and Interpretations, which have not entered into force, will not have any significant impact on the financial statements, and they will not be adopted early.

### Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction.

Receivables, liabilities, and other items in foreign currencies which have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date.

Realised and unrealised exchange rate adjustments are included in the income statement as financial income/expenses.

A.P. Møller Capital – Emerging Markets Infrastructure II Co-Investment K/S 2023

### NOTES TO THE FINANCIAL STATEMENTS

### **Balance sheet**

### Receivables

Receivables are measured at amortised cost. Write-downs for bad debt are based on individual assessment of receivables.

For financial assets that do not have a significant financing component, e.g. trade receivables, a simplified approach is permitted. For receivables, the loss is measured on initial recognition and throughout the lifetime of the receivable at an amount equal to lifetime expected credit loss.

### Equity

Unrealized value adjustments on hedge instruments are presented as "reserve for hedges".

### Liabilities

Liabilities are measured at amortised cost equal to nominal value.

### Comprehensive income statement

### Other external costs

Other external costs comprise management fee for the period and expenses for managing the operations of the company, including audit costs, legal advisors and other general expenses.

### Financial items

Financial income and expense and similar items are recognised in the income statement with the amounts relating to the reporting period. Net financials include interest income and expense and realised and unrealised exchange rate gains and losses on foreign currency transactions.

### Cash Flow Statement

The cash flow statement shows the Company's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents. Cash flows from operating activities furthermore include cash flows from purchase or sale of portfolio companies.

Cash flows from financing activities comprise cash flows from payments/distributions and contributions to and from shareholders/limited partners.

Cash and cash equivalents comprise "cash and cash equivalents". The cash flow statement cannot be immediately derived from the published financial records.

### 2. Financial risks and financial instruments

The General Partner is ultimately responsible for the overall risk management for the Company but has delegated the responsibility to the Fund Manager, A.P. Møller Capital P/S.

The Company invests according to the investment policy that has been agreed with the Limited Partners. This includes investing in equity or equity related investments in infrastructure assets that provide the basic physical and organizational structures applied for the good functioning of

### NOTES TO THE FINANCIAL STATEMENTS

a society in Africa and Southeast Asia. The primary sectors are transport and logistics as well as energy and utilities.

The Fund Manager has adopted a risk management framework for the Company. This includes tools to identify, measure, report and mitigate risks so as to minimize their potential adverse impact on the Company's performance.

The Company is exposed to several financial risks, which are highlighted below:

### 3. Other external costs

The Fund had no employees during the financial year.

According to Article 107 of the AIFMD Level 2 Regulation and §61 section 3 (5 and 6) of the Alternative Investment Fund Managers etc. Act, alternative investment funds must disclose information about the total remuneration of the entire staff of the Fund Manager and the number of beneficiaries. Furthermore, remuneration to material risktakers must be disclosed. In accordance with section 61 (5 and 6) of the Alternative Investment Fund Managers etc. Act, information regarding salaries paid to employees of the fund manager is disclosed in the Annual Report for 2023 for A.P. Møller Capital P/S, Business Registration No. 38284967.

The Fund Manager must also disclose the information necessary to provide an understanding of the risk profile of the Fund and the measures that the Fund Manager takes to avoid or mange conflicts of interest between the Fund Manager and the Limited Partners. The Board of Directors has adopted a remuneration policy in order to ensure that the employees and Management are remunerated according to the Danish Executive Order on remuneration policy and disclosure requirements on remuneration for managers of alternative investment funds, etc.

The adopted remuneration policy is especially meant to promote the following in relation to the Fund Manager, A.P. Møller Capital P/S:

- That the Company shall be able to attract, develop and retain high-performing and motivated employees in a competitive international market,
- That employees, including the Partners, shall be offered competitive and market aligned remuneration packages,
- That employees, including the Partners, shall feel encouraged to create sustainable results and manage sustainability risks, and
- That a sound risk management culture is promoted and that excessive risk-taking is not induced.

A.P. Møller Capital P/S acts as Fund Manager for Africa Infrastructure Fund I K/S and A.P. Møller Capital - Emerging Markets Infrastructure Fund II K/S, as well as for A.P. Møller Capital - Emerging Markets Infrastructure II Co-Investment K/S.

### NOTES TO THE FINANCIAL STATEMENTS

### 4. Related party transactions

The following transactions has occurred with other related parties:

	2023	2022
	USD	USD
Loan, A.P. Møller Capital – Emerging Markets Infrastructure Fund II K/S	17,269	0
Funding, A.P. Møller Capital P/S	616	543
Total transactions with related parties	17,885	543

### 5. Subsequent events occurring after end of the reporting period

No events of importance to the Annual Report have occurred during the period from the balance sheet date until the presentation of the Financial Statements.

### 6. Authorisation of the annual report for issue

The General Partner approved the financial statements. The financial statements will be presented to the Fund's Limited Partners for approval at the General Meeting.

# PENN30

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registereret, og informationerne er listet herunder.

"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

### Joe Nicklaus Nielsen

### Direktør

På vegne af: A.P. Møller Capital - Emerging Markets ...

Serienummer: joe.nielsen@apmollercapital.com

IP: 78.153.xxx.xxx

2024-04-09 06:46:30 UTC

### **Thomas Wraae Holm**

### Statsautoriseret revisor

På vegne af: PricewaterhouseCoopers Statsautoriseret... Serienummer: 82cee5fb-863a-45dc-9d8a-18fd728f680c

IP: 83.136.xxx.xxx

2024-04-09 17:19:14 UTC





René Otto Poulsen PRICEWATERHOUSECOOPERS STATSAUTORISERET **REVISIONSPARTNERSELSKAB CVR: 33771231** Statsautoriseret revisor

På vegne af: PricewaterhouseCoopers Statsautoriseret... Serienummer: 1bee78ce-1354-4d20-8649-b7c0589024c9

IP: 83.136.xxx.xxx

2024-04-10 08:40:54 UTC





Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstemplet med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, i tilfælde af de skal anvendes til validering i fremtiden.

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature** service <penneo@penneo.com>. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser indlejret i dokumentet ved at anvende Penneos validator på følgende websted: https:// penneo.com/validator