

Covento A/S

CVR no. 43 18 66 55
Hedeager 42, 8200 Aarhus N

Annual report for 2023

Adopted at the annual general meeting on 17 May 2024

chairman

DocuSigned by:

Mikkel Bach Jensen

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Mikkel Bach Jensen

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Statement by management on the annual report

The Supervisory board and Executive board have today discussed and approved the annual report of Covento A/S for the financial year 1 January - 31 December 2023.

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

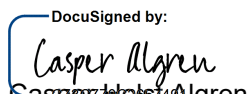
In our opinion, the Financial statements give a true and fair view of the Company's financial position at 31 December 2023 and of the results of the Company's operations for the financial period 1 January - 31 December 2023.

In our opinion, Management's review includes a fair review of the matters dealt with in the Management's review.


We recommend that the annual report be adopted at the annual general meeting.

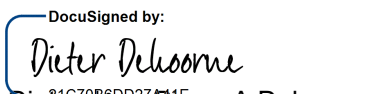
Aarhus, 17 May 2024

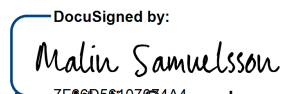
Executive board

DocuSigned by:

Casper Holst Algren
Director

Supervisory board

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Christian Venderby
chairman

DocuSigned by:

Dieter Jean-Pierre A Dehoorne

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Inga Malin Samuelsson

Independent Auditor's Report

To the shareholder of Covento A/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 for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Covento A/S for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("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.

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 skepticism 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.

Independent Auditor's Report

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.

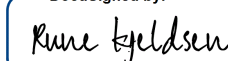
Hellerup, 17 May 2024

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR no. 33 77 12 31

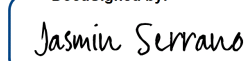
DocuSigned by:



Rune Kjeldsen

State Authorised Public Accountant
mne34160

DocuSigned by:



Jasmin Serrano

State Authorised Public Accountant
mne47222

Company details

The company

Covento A/S
Hedeager 42
8200 Aarhus N

Telephone: +45 97 30 00 00

Fax: +45 97 30 00 01

Website: www.vestas.com

CVR no.: 43 18 66 55

Reporting period: 1 January - 31 December 2023

Domicile: Aarhus

Supervisory board

Christian Venderby, chairman
Dieter Jean-Pierre A Dehoorne
Inga Malin Samuelsson

Executive board

Casper Holst Algren, director

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
2900 Hellerup

Consolidated financial statements

The company is included in the consolidated financial statements of the parent company Vestas Wind Systems A/S, CVR 10 40 37 82

The group report of Vestas Wind Systems A/S, CVR 10 40 37 82 can be obtained at the following address:

Vestas Wind Systems A/S
Hedeager 42
8200 Aarhus N

Management's review

Business review

The company's principal activity is to function as a marketplace for the sale of spare parts.

Recognition and measurement uncertainties

The recognition and measurement of items in the annual report is not associated with any significant uncertainty.

Financial review

The company's income statement for the year ended 31 December 2023 shows a loss of TDKK 138,021, and the balance sheet at 31 December 2023 shows equity of TDKK 319.

Significant events occurring after the end of the financial year

In November 2023 management has decided to simplify the eCommerce setup, which will lead to the closing of Covento A/S. As per 31 December 2023 Covento A/S has lost more than 50% of its share capital. Management plan to restore share capital in Covento A/S through ordinary operations as a result of a settlement agreement between Covento A/S and Vestas Wind Systems A/S entered into in May 2024, where the intellectual property rights sold by Vestas Wind Systems A/S to Covento A/S in 2023 are transferred back to Vestas Wind Systems A/S in 2024.

Accounting policies

The annual report of Covento A/S for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

The annual report for 2023 is presented in TDKK.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits 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 from the company and the value of the liability can be measured reliably.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

On initial recognition, assets and liabilities are measured at cost price. Subsequently, assets and liabilities are measured as described for each individual item below.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Other operating costs

Other operating costs is related to the acquisition of the IT licenses and intellectual property rights from the parent company, Vestas Wind Systems. All transactions in relation to the acquisition have been carried out on an arm's length basis.

Administrative costs

Administrative expenses comprise expenses for management, administrative staff, office expenses, software license fees, depreciation, etc.

Accounting policies

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, liabilities and foreign currency transactions and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. Subsidiaries participate in the joint taxation arrangement from the time when they are included in the consolidated financial statements and until the time when they withdraw from the consolidation.

On payment of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use tax losses to reduce their own taxable profits.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

Accounting policies

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Income statement 1 January 2023 - 31 December 2023

	Note	2023 TDKK	2022 TDKK
Gross profit		90	0
Administrative costs	1	-36,596	-8,582
Operating profit/loss		-36,506	-8,582
Other operating costs	2	-141,568	0
Profit/loss before financial income and expenses		-178,074	-8,582
Financial income	3	3,508	83
Financial costs	4	-480	-39
Profit/loss before tax		-175,046	-8,538
Tax on profit/loss for the year	5	37,025	1,878
Net profit/loss for the year		-138,021	-6,660
Distribution of profit	6		

Balance sheet at 31 December 2023

	Note	2023	2022
		TDKK	TDKK
Assets			
Receivables from group companies		113,369	14,204
Other receivables		108	83
Joint taxation contributions receivable		38,509	0
Deferred tax asset		315	1,878
Receivables		152,301	16,165
Cash at bank and in hand		0	37
Total current assets		152,301	16,202
Total assets		152,301	16,202

Balance sheet at 31 December 2023

	Note	2023 <small>TDKK</small>	2022 <small>TDKK</small>
Equity and liabilities			
Share capital		1,000	500
Retained earnings		-681	11,840
Equity	7	319	12,340
Trade payables		3,654	3,862
Payables to group companies		142,723	0
Other payables		5,605	0
Total current liabilities		151,982	3,862
Total liabilities		151,982	3,862
Total equity and liabilities		152,301	16,202
Letter of support from the ultimate parent company	8		
Subsequent events	9		
Contingent liabilities	10		
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Statement of changes in equity

	Share capital	Share premium account	Retained earnings	Total
	TDKK	TDKK	TDKK	TDKK
Equity at 1 January 2023	500	0	11,840	12,340
Cash capital increase	500	125,500	0	126,000
Net profit/loss for the year	0	0	-138,021	-138,021
Transfer from share premium account	0	-125,500	125,500	0
Equity at 31 December 2023	1,000	0	-681	319

Notes

	2023 TDKK	2022 TDKK
1 Staff cost		
Wages and Salaries	16,823	0
Other social security expenses	72	0
Other staff expenses	3,471	0
	20,366	0
Wages and Salaries, other social security expenses and other staff expenses are recognised in the following items:		
Administrative expenses	20,366	0
	20,366	0
Number of fulltime employees on average		
	15	0
2 Other operating costs		
The other operating costs is related to the acquisition of the IT licenses (TDKK 20,001) and intellectual property rights (TDKK 121,567) from Vestas Wind Systems A/S (the "ultimate Parent company").		
3 Financial income		
Interest received from group companies	3,507	75
Exchange adjustments	1	8
	3,508	83
4 Financial costs		
Interest paid to group companies	454	22
Other financial costs	4	17
Exchange adjustments	22	0
	480	39

Notes

	2023	2022
	TDKK	TDKK
5 Tax on profit/loss for the year		
Current tax for the year	-37,025	-1,878
	-37,025	-1,878
 6 Distribution of profit		
Retained earnings	-138,021	-6,660
	-138,021	-6,660

7 Equity

On March 1 2023, the share capital has been increased by nominal TDKK 500 from TDKK 500 to TDKK 1,000 by payment of DKK 252 per share of nominally DKK 1, which results in a share premium of TDKK 125,500.

8 Letter of support from the ultimate parent company

The company has received a commitment of financial support from the ultimate Parent company.

9 Subsequent events

Ceasing of activities of Covento

In November 2023 management has decided to simplify the eCommerce setup, which will lead to the closing of Covento. An integration process of activities with the Vestas Group will continue during 2024.

This subsequent event will not have an accounting impact on FY23.

Settlement Agreement of Covento and Vestas Wind Systems A/S

The ultimate Parent company and Covento has agreed to enter into a settlement agreement in 2024 which will reverse the transaction performed in 2023 and the intellectual property rights (refer to note 2) are transferred back to the ultimate Parent company.

This subsequent event will not have an accounting impact on FY23.

10 Contingent liabilities

The company is included in the joint taxation with the Group's other Danish companies and severally liable for tax on consolidated taxable income, etc.

Notes

11 Related parties and ownership structure

Transactions

All transactions with related parties have been carried out on an arm's length basis.

Ownership structure

According to the company's register of shareholders, the following shareholder holds at least 5% of the votes or at least 5% of the share capital:

Vestas Ventures A/S, Hedeager 42, DK-8200 Aarhus N