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CMNRE II Goose PropCo II A/S

c/o Keystone Investment Management A/S
Havnegade 39, 1058 København K

CVR no. 83 17 46 17

Annual report 2019

Approved at the Company's annual general meeting on 24 April 2020

Chairman:

.....
Morten Sennecker Schultz



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Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes to the financial statements	11



Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of CMNRE II Goose PropCo II A/S for the financial year 1 January - 31 December 2019.

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 of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

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

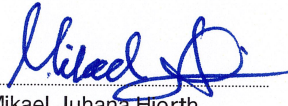
We recommend that the annual report be approved at the annual general meeting.

København, 24 April 2020
Executive Board:

.....
Morten Sennecker Schultz
CEO

Board of Directors:

.....
Torsten Bjerregaard
Chairman


.....
Mikael Juhaana Hjorth

.....
Juha Matti Salokoski

.....
Morten Sennecker Schultz



Independent auditor's report

To the shareholders of CMNRE II Goose PropCo II A/S

Opinion

We have audited the financial statements of CMNRE II Goose PropCo II A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 rules and requirements.

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.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 the 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.



Independent auditor's report

- ▶ 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 note 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.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 24 April 2020
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Henrik Reedtz
State Authorised Public Accountant
mne24830

Kaare K. Lendorf
State Authorised Public Accountant
mne33819



Management's review

Company details

Name CMNRE II Goose PropCo II A/S
Address, Postal code, City c/o Keystone Investment Management A/S
Havnegade 39, 1058 København K

CVR no. 83 17 46 17
Established 15 April 1978
Registered office Copenhagen
Financial year 1 January - 31 December

Board of Directors Torsten Bjerregaard, Chairman
Mikael Juhana Hjorth
Juha Matti Salokoski
Morten Sennecker Schultz

Executive Board Morten Sennecker Schultz, CEO

Auditors Ernst & Young Godkendt Revisionspartnerselskab
Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg,
Denmark



Management's review

Business review

Key activities

The Company' purpose is to invest in real estate and other related services.

Recognition and measurement uncertainties

As the company is engaged in development of investment properties, the Company is affected by changes in the property market, including the general level of interest rates and economic conditions. For a description of significant assumptions for the fair value recognition as 31 December 2019 and a sensitivity analysis of the uncertainties in the calculation of fair value, please refer to note 5 and 6.

Unusual matters having affected the financial statements

The financial position at 31 December 2019 of the Company and the results of the activities of the Company for the financial year for 2019 have not been affected by any unusual events.

Financial review

The income statement for 2019 shows a profit of DKK 34,630,761 against a profit of DKK 16,607,856 last year, and the balance sheet at 31 December 2019 shows equity of DKK 146,884,671.

Events after the balance sheet date

Ongoing political discussion and debate has taken place throughout 2019 about implementing measures against rent increases for investments in the old-stock residential properties comprised by the rules of cost-regulated rent control.

In the end of January 2020, a political agreement was reached between a majority of political parties in Denmark. The effect of the agreement is still debated, but it is most likely that the agreement will have a negative effect on the fair value of the mentioned properties in the future. However, it is still uncertain when, and how the political agreement will be implemented in the Danish laws in details, and whether amendments will be made to mitigate some of the expected negative effects.

Furthermore, no events, with regulatory effect for the Company's financial position have occurred subsequent to the financial year-end.

In the beginning of 2020 the coronavirus outbreak (COVID-19) has had significant impact on the world economic. The COVID-19 outbreak can potentially impact future cash-flows and property valuations for real estate companies. The company's realised the operations as planned in Q1 2020.

The lessee in the company's investment property could also be impacted of the COVID-19 outbreak. However, it is expected that the lessee will continue to pay rent in accordance with the lease agreements.



Financial statements 1 January - 31 December

Income statement

Note	DKK	2019	2018
	Gross profit	1,559,213	2,700,806
4	Staff costs	-8,333	-292,500
	Operating profit before fair value adjustments	1,550,880	2,408,306
	Fair value adjustment of investment property	43,622,105	21,641,316
	Profit before net financials	45,172,985	24,049,622
	Financial income	33,657	2,406
	Financial expenses	-1,876,612	-2,759,718
	Profit before tax	43,330,030	21,292,310
5	Tax for the year	-8,699,269	-4,684,454
	Profit for the year	34,630,761	16,607,856
	Recommended appropriation of profit		
	Retained earnings	34,630,761	16,607,856



Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2019</u>	<u>2018</u>
	ASSETS		
	Fixed assets		
6	Property, plant and equipment		
7	Investment property	<u>187,300,000</u>	<u>147,000,000</u>
		<u>187,300,000</u>	<u>147,000,000</u>
	Total fixed assets	<u>187,300,000</u>	<u>147,000,000</u>
	Non-fixed assets		
	Receivables		
	Corporation tax receivable	2,103	0
	Other receivables	94,696	577,419
	Prepayments	141,727	161,294
		<u>238,526</u>	<u>738,713</u>
	Cash	<u>1,026,411</u>	<u>132,772</u>
	Total non-fixed assets	<u>1,264,937</u>	<u>871,485</u>
	TOTAL ASSETS	<u><u>188,564,937</u></u>	<u><u>147,871,485</u></u>



Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2019	2018
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	501,000	500,000
	Share premium account	71,484,398	0
	Retained earnings	74,899,273	40,268,512
	Total equity	146,884,671	40,768,512
	Provisions		
	Deferred tax	28,667,056	19,965,684
	Other provisions	1,991,997	1,970,001
	Total provisions	30,659,053	21,935,685
	Liabilities other than provisions		
8	Non-current liabilities other than provisions		
	Mortgage debt	0	30,985,483
	Payables to group entities	7,010,426	0
	Corporate income tax payable	0	661
	Deposits	3,166,138	2,783,846
		10,176,564	33,769,990
	Current liabilities other than provisions		
8	Short-term part of long-term liabilities other than provisions	0	48,582,898
	Bank debt	395,450	0
	Trade payables	312,950	2,715,843
	Other payables	136,249	98,557
		844,649	51,397,298
	Total liabilities other than provisions	11,021,213	85,167,288
	TOTAL EQUITY AND LIABILITIES	188,564,937	147,871,485

- 1 Accounting policies
- 2 Events after the balance sheet date
- 9 Contractual obligations and contingencies, etc.
- 10 Collateral
- 11 Related parties



Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Share premium account	Retained earnings	Total
Equity at 1 January 2018	500,000	0	23,660,656	24,160,656
Transfer through appropriation of profit	0	0	16,607,856	16,607,856
Equity at 1 January 2019	500,000	0	40,268,512	40,768,512
Capital increase	1,000	71,484,398	0	71,485,398
Transfer through appropriation of profit	0	0	34,630,761	34,630,761
Equity at 31 December 2019	501,000	71,484,398	74,899,273	146,884,671



Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of CMNRE II Goose PropCo II A/S for 2019 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Basis of 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.

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.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Rental income is recognised on a straight line-basis over the term of the lease.

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

Gross profit

The items revenue, other operating income, expenses, property and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.



Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

Property expenses

Property expenses include expenses relating to renting out the Company's investment property, including expenses relating to running and maintaining such property.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Investment property

On initial recognition, investment property is measured at cost. Investment property is subsequently measured at fair value, and the value adjustment for the year is recognised in the income statement under the item "Fair value adjustment of investment property". The fair value is based on the expected future cash flows for the investment property.



Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

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 has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

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 assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.



Financial statements 1 January - 31 December

Notes to the financial statements

2 Events after the balance sheet date

Ongoing political discussion and debate has taken place throughout 2019 about implementing measures against rent increases for investments in the old-stock residential properties comprised by the rules of cost-regulated rent control.

In the end of January 2020, a political agreement was reached between a majority of political parties in Denmark. The effect of the agreement is still debated, but it is most likely that the agreement will have a negative effect on the fair value of the mentioned properties in the future. However, it is still uncertain when, and how the political agreement will be implemented in the Danish laws in details, and whether amendments will be made to mitigate some of the expected negative effects.

Furthermore, no events, with regulatory effect for the Company's financial position have occurred subsequent to the financial year-end.

3 Other operating income

DKK	2019	2018
4 Staff costs		
Wages/salaries	8,333	292,500
	<u>8,333</u>	<u>292,500</u>
Average number of full-time employees	<u>1</u>	<u>1</u>
5 Tax for the year		
Estimated tax charge for the year	-2,103	0
Deferred tax adjustments in the year	9,534,709	4,684,454
Tax adjustments, prior years	-833,337	0
	<u>8,699,269</u>	<u>4,684,454</u>

6 Property, plant and equipment

DKK	Investment property
Cost at 1 January 2019	48,815,330
Additions	3,614,140
Disposals	-6,936,245
Cost at 31 December 2019	<u>45,493,225</u>
Revaluations at 1 January 2019	98,184,670
Value adjustments for the year	43,622,105
Revaluations at 31 December 2019	<u>141,806,775</u>
Carrying amount at 31 December 2019	<u>187,300,000</u>



Financial statements 1 January - 31 December

Notes to the financial statements

7 Investment property

Fair value estimation

Assumptions underlying the determination of fair value of investment properties

The fair value is an estimate made by management based on information available and actual expectations as to the future.

The valuation is performed based on a report from an appraiser.

A weighted rate of return of 2,65% - 5,00% has been applied in the market value assessment at 31 December 2019.

The company's investment property is 77% residential and 23% commercial.

The investment property is located in the area of Copenhagen.

The property is valued at fair value based on DCF model, which is based on forecasts for future cash flows that the individual property is expected to generate, expected CAPEX investments and development in vacancy.

- ▶ The fair value of investment properties amounts to 187.300.000 DKK
- ▶ Budget period: 11 - 12 years
- ▶ Commercial rent per sqm: 717 - 1.349 DKK
- ▶ Residential rent per sqm: 617 - 1.275 DKK
- ▶ Net Yield for commercial and residential unit: -0,37% - 4,40%
- ▶ Operating expenses per sqm: 255 - 734 DKK
- ▶ Maintenance per sqm: 10 - 95 DKK

Sensitivity analysis

Changes in estimated required rate of return for investment properties will affect the value of investment properties recognized in the balance sheet as well as value adjustments carried in the income statement.

An increase in the rate of return by 0,5 percentage points will imply a decrease in the fair value of DKK 20.601.000. A decrease in the rate of return by 0,5 percentage points will imply an increase in the fair value of DKK 24.533.000.

8 Non-current liabilities other than provisions

DKK	Total debt at 31/12 2019	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Payables to group entities	7,010,426	0	7,010,426	7,010,426
Deposits	3,166,138	0	3,166,138	3,166,138
	<u>10,176,564</u>	<u>0</u>	<u>10,176,564</u>	<u>10,176,564</u>



Financial statements 1 January - 31 December

Notes to the financial statements

9 Contractual obligations and contingencies, etc.

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed income of the Group. 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.

10 Collateral

Land and buildings at a carrying amount of DKK 187.300.000 at 31 December 2019 have been put up as security for debt to mortgage credit institutions. The company is jointly and severally liable for CMNRE II Goose Holdco ApS's debt to credit institutions.

11 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
CapMan Nordic Real Estate II FCP-RAIF	Luxembourg	1, Rue Hildegard von Bingen, L-1282 Luxembourg

