



RSM

RSM Danmark

Statsautoriseret
Revisionspartnerselskab

Ryes Plads
Prinsessegade 60
7000 Fredericia
T +45 76 34 40 05

CVR nr. 25 49 21 45

fredericia@rsm.dk
www.rsm.dk

Heras Denmark ApS

c/o Plesner Advokatpartnerselskab, Amerika Plads 37, 2100 København Ø

Company reg. no. 41 87 50 70

Annual report

1 January - 31 December 2021

The annual report was submitted and approved by the general meeting on the 22 September 2022.

Emmanuel Rigaux
Chairman of the meeting

Contents

	<u>Page</u>
Reports	
Management's statement	1
Independent auditor's report	2
Management's review	
Company information	5
Financial highlights	6
Management's review	7
Financial statements 1 January - 31 December 2021	
Income statement	8
Balance sheet	9
Statement of changes in equity	11
Notes	12
Accounting policies	14

Notes to users of the English version of this document:

- This document is a translation of a Danish version of the document. In the event of any dispute regarding the interpretation of any part of the document, the Danish version of the document shall prevail.
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points remain unchanged from Danish version of the document. This means that DKK 146.940 corresponds to the English amount of DKK 146,940, and that 23,5 % corresponds to 23.5 %.

Management's statement

Today, the Executive Board has approved the annual report of Heras Denmark ApS for the financial year 1 January - 31 December 2021.

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

We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2021 and of the results of the Company's operations for the financial year 1 January – 31 December 2021.

Further, in our opinion, the Management's review gives a true and 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 Ø, 22 September 2022

Executive board

Marcus Theodorus Hencicus Kleeven

Emmanuel Marie Germain Rigaux

Independent auditor's report

To the Shareholder of Heras Denmark ApS

Opinion

We have audited the financial statements of Heras Denmark ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under 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 2021, and of the results of the Company's operations for the financial year 1 January - 31 December 2021 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 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.

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 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.

Independent auditor's report

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.

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 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.

Independent auditor's report

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, we conclude that 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 Management's Review.

Fredericia, 22 September 2022

RSM Danmark

Statsautoriseret Revisionspartnerselskab
Company reg. no. 25 49 21 45

Carsten Pedersen

State Authorised Public Accountant
mne27866

Company information

The company	Heras Denmark ApS c/o Plesner Advokatpartnerselskab Amerika Plads 37 2100 København Ø Company reg. no. 41 87 50 70 Financial year: 1 January - 31 December
Executive board	Marcus Theodorus Hencicus Kleeven Emmanuel Marie Germain Rigaux
Auditors	RSM Danmark Statsautoriseret Revisionspartnerselskab Prinsessegade 60 7000 Fredericia
Parent company	Heracles BidCo B.V
Subsidiaries	SER-Hegn A/S, Fredericia Moosdorf A/S, Aalborg Øst Stentoft Hegn A/S, Rødekro SER Hegn Øst ApS, Rødovre Heras Mobilhegn ApS, Rødovre

Financial highlights

DKK in thousands.	<u>2021</u>	<u>2020</u>
Income statement:		
Gross profit	-38	-19
Profit from operating activities	-38	-19
Net financials	-4.257	-5
Net profit or loss for the year	-3.350	-18
Statement of financial position:		
Balance sheet total	110.929	109.970
Equity	32.189	35.539
Key figures in %:		
Acid test ratio	1.353,9	240,7
Solvency ratio	29,0	32,3
Return on equity	-9,9	-0,1

Calculations of key figures and ratios do, in all material respects, follow the recommendations of the Danish Association of Finance Analysts, only in a few respects deviating from the recommendations.

The key figures and ratios shown in the statement of financial highlights have been calculated as follows:

Acid test ratio
$$\frac{\text{Current assets} \times 100}{\text{Short term liabilities other than provisions}}$$

Solvency ratio
$$\frac{\text{Equity, closing balance} \times 100}{\text{Total assets, closing balance}}$$

Return on equity
$$\frac{\text{Net profit or loss for the year} \times 100}{\text{Average equity}}$$

Management's review

The principal activities of the company

The company's principal activities are to own shares in subsidiaries.

Uncertainties about recognition or measurement

There has been no significant uncertainty that has affected the recognition or measurement.

Unusual circumstances

There has been no unusual matters, which have affected the recognition or measurement.

Development in activities and financial matters

Financial result and position has turned out as expected.

Expected developments

There are no expected developments.

Know how resources

There are no Know how resources.

Environmental issues

There are no environmental issues.

Research and development activities

There are no research and development activities.

Branches abroad

There are no branches abroad.

Financial risks and the use of financial instruments

There are no financial risk or use of financial instruments.

Events occurring after the end of the financial year

No event have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

Income statement

All amounts in DKK.

<u>Note</u>	<u>1/1 - 31/12 2021</u>	<u>23/11 - 31/12 2020</u>
Other external expenses	-37.599	-18.800
Gross profit	-37.599	-18.800
Other financial expenses	-4.257.137	-4.750
Pre-tax net profit or loss	-4.294.736	-23.550
1 Tax on net profit or loss for the year	944.842	5.181
2 Net profit or loss for the year	-3.349.894	-18.369

Balance sheet at 31 December

All amounts in DKK.

Assets			
<u>Note</u>		<u>2021</u>	<u>2020</u>
Non-current assets			
3	Investments in subsidiaries	<u>109.964.755</u>	<u>109.924.755</u>
	Total investments	<u>109.964.755</u>	<u>109.924.755</u>
	Total non-current assets	<u>109.964.755</u>	<u>109.924.755</u>
Current assets			
4	Deferred tax assets	308.901	5.181
	Joint taxation contribution	<u>641.122</u>	<u>0</u>
	Total receivables	<u>950.023</u>	<u>5.181</u>
	Cash on hand and demand deposits	<u>14.636</u>	<u>39.950</u>
	Total current assets	<u>964.659</u>	<u>45.131</u>
	Total assets	<u>110.929.414</u>	<u>109.969.886</u>

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2021</u>	<u>2020</u>
Equity		
Contributed capital	50.000	50.000
Share premium	35.497.505	35.507.505
Retained earnings	-3.358.263	-18.369
Total equity	<u>32.189.242</u>	<u>35.539.136</u>
Long term liabilities other than provisions		
Payables to subsidiaries	<u>78.668.922</u>	<u>74.412.000</u>
Total long term liabilities other than provisions	<u>78.668.922</u>	<u>74.412.000</u>
Trade payables	31.250	18.750
Payables to subsidiaries	<u>40.000</u>	<u>0</u>
Total short term liabilities other than provisions	<u>71.250</u>	<u>18.750</u>
Total liabilities other than provisions	<u>78.740.172</u>	<u>74.430.750</u>
Total equity and liabilities	<u>110.929.414</u>	<u>109.969.886</u>

5 Charges and security

6 Contingencies

7 Related parties

Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Share premium</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 January 2021	50.000	35.507.505	-18.369	35.539.136
Retained earnings for the year	0	0	-3.349.894	-3.349.894
Transferred to retained earnings	0	-10.000	10.000	0
	<u>50.000</u>	<u>35.497.505</u>	<u>-3.358.263</u>	<u>32.189.242</u>

Notes

All amounts in DKK.

	1/1 - 31/12 2021	23/11 - 31/12 2020
1. Tax on net profit or loss for the year		
Tax on net profit or loss for the year	-641.122	0
Adjustment of deferred tax for the year	-303.720	-5.181
	-944.842	-5.181
2. Proposed appropriation of net profit		
Allocated from retained earnings	-3.349.894	-18.369
Total allocations and transfers	-3.349.894	-18.369
3. Investments in subsidiaries		
Cost opening balance	109.924.755	0
Additions during the year	40.000	109.924.755
Cost end of period	109.964.755	109.924.755
Carrying amount, end of period	109.964.755	109.924.755

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year
SER-Hegn A/S, Fredericia	100 %	6.106.639	-4.791.567
Moosdorf A/S, Aalborg Øst	100 %	10.557.297	3.695.131
Stentoft Hegn A/S, Rødekro	100 %	1.066.434	324.236
SER Hegn Øst ApS, Rødovre	100 %	6.554.981	1.483.376
Heras Mobilhegn ApS, Rødovre	100 %	40.000	0
		24.325.351	711.176

4. Deferred tax assets

Deferred tax assets opening balance	5.181	0
Deferred tax of the net profit or loss for the year	303.720	5.181
	308.901	5.181

Notes

All amounts in DKK.

5. Charges and security

None.

6. Contingencies

Contingent liabilities

None.

Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

7. Related parties

Controlling interest

Heracles Bidco B.V., Hekdam 1, Oirschot, Netherlands

Parent company

Transactions

The Group's transactions have been entered into on markets terms.

Accounting policies

The annual report for Heras Denmark ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class C enterprises (medium sized enterprises).

No consolidated financial statements have been prepared pursuant to section 112 (1) of the Danish Financial Statements Act. The financial statements of Heras Denmark ApS and its group enterprises are included in the consolidated financial statements for Heracles BidCo B.V., Oirschot, reg. no. 75394677.

Pursuant to section 86 (4) of the Danish Financial Statements Act, no statement of cash flows for the enterprise has been prepared, as the relevant information is included in the consolidated financial statements of Heracles BidCo B.V..

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Other external expenses

Other external expenses comprise expenses incurred for administration.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Accounting policies

Results from investments in subsidiaries

Dividend from investments in subsidiaries is recognised in the financial year in which the dividend is declared.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable by the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Investments

Investments in subsidiaries

Investments in subsidiaries are recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Equity

Share premium

Share premium comprises premium payments made in connection with the issue of shares. Costs incurred for carrying through an issue are deducted from the premium.

The premium reserve can be used for dividend, for issuing bonus shares, and for covering losses.

Income tax and deferred tax

As administration company, Heras Denmark ApS is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Accounting policies

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Income tax receivable" or "Income tax payable".

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.