

Wood Thilsted Partners ApS

Toldbodgade 51D 3., 1253 København K
CVR-nr. 37 87 68 44

Annual Report 2023/24

1 October - 30 September

The Annual Report has been presented and adopted at the
Company's Annual General Meeting on 14 March 2025

Christian LeBlanc Thilsted

Contents

Company Details

Company Details	3
-----------------	---

Statement and Report

Management's Statement	4
Independent Auditor's Report	5-7

Management Commentary

Management Commentary	8
-----------------------	---

Financial Statements 1 October 2023 - 30 September 2024

Income Statement	9
Balance Sheet	10-11
Equity	12
Notes	13-15
Accounting Policies	16-18

Company Details

Company	Wood Thilsted Partners ApS Toldbodgade 51D 3. 1253 Copenhagen K
	CVR No.: 37 87 68 44 Established: 11 July 2016 Municipality: Copenhagen Financial Year: 1 October 2023 - 30 September 2024
Board of Directors	Alastair Muir Wood Christian LeBlanc Thilsted Johan Hodal Meincke
Executive Board	Alastair Muir Wood Christian LeBlanc Thilsted
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V
Law Firm	Plougmann Vingtoft A/S

Management's Statement

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of Wood Thilsted Partners ApS for the financial year 1 October 2023 - 30 September 2024.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the Company's assets, liabilities and financial position at 30 September 2024 and of the results of the Company's operations for the financial year 1 October 2023 - 30 September 2024.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Copenhagen, 26 February 2025

Executive Board

Alastair Muir Wood

Christian LeBlanc Thilsted

Board of Directors

Alastair Muir Wood

Christian LeBlanc Thilsted

Johan Hodal Meincke

Independent Auditor's Report

To the Shareholder of Wood Thilsted Partners ApS

Opinion

We have audited the Financial Statements of Wood Thilsted Partners ApS for the financial year 1 October 2023 - 30 September 2024, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant 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 assets, liabilities and financial position of the Company at 30 September 2024 and of the results of the Company's operations for the financial year 1 October 2023 - 30 September 2024 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 (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

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.

Independent Auditor's Report

Statement on Management Commentary

Management is responsible for Management Commentary.

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

Based on the work we have performed, we conclude that Management Commentary 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 of Management Commentary.

Copenhagen, 26 February 2025

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Iben Larsen
State Authorised Public Accountant
MNE no. mne34474

Management Commentary

Principal activities

Wood Thilsted Partners ApS is a specialist in renewables engineering consultancy designing the global energy transition. We provide services covering primary and secondary structures foundation design, geophysical, geotechnical, and energy and climate analytics engineering services, working on offshore wind projects globally from feasibility through operation.

Development in activities and financial and economic position

The income statement for the period 01.10.23 - 30.09.24 shows a profit of DKK 46,921 against DKK -1,301,568 for the period 01.10.22 - 30.09.23. The balance sheet shows equity of DKK 683,419.

Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the Company's financial position.

Going concern assumptions

The Company has generated a profit of DKK 46,921. The loss is in line with Management's expectations and the Company's business plan. As a result, the Company's current assets amount to DKK 30,937 thousand and the current liabilities amount to DKK 32,535 thousand of which DKK 24,020 thousand is debt to Group entities.

The Company has received a strong letter of support from the Parent Company, Arc TopCo Limited, which will ensure sufficient liquidity for the Company to continue operations.

Based on the letter of support received, Management has prepared the annual report under the going concern assumption. The letter of support is effective until at least 1 October 2025.

Please refer to note 9 'Going concern assumptions'.

Income Statement 1 October - 30 September

	Note	2023/24 DKK	2022/23 DKK
Gross profit		45.213.204	43.315.215
Staff costs	1	-42.110.519	-43.424.135
Depreciation, amortisation and impairment losses for tangible and intangible assets		-1.111.447	-1.204.263
Operating profit		1.991.238	-1.313.183
Other financial income	2	654.746	3.349
Other financial expenses	3	-2.658.278	-45.343
Loss before tax		-12.294	-1.355.177
Tax on profit/loss for the year	4	59.215	53.609
Profit for the year		46.921	-1.301.568
Proposed distribution of profit			
Retained earnings		46.921	-1.301.568
Total		46.921	-1.301.568

Balance Sheet at 30 September

Assets

	Note	2024 DKK	2023 DKK
Development projects completed		467.359	0
Intangible assets	5	467.359	0
Other plant, fixtures and equipment		1.814.859	2.260.613
Property, plant and equipment	6	1.814.859	2.260.613
Non-current assets		2.282.218	2.260.613
<hr/>			
Trade receivables		5.822.549	1.777.943
Contract work in progress	7	2.887.729	8.402.963
Receivables from group enterprises		14.678.503	8.805.261
Deferred tax assets		233.936	174.721
Other receivables		607.728	522.499
Corporation tax receivable		170.000	253.000
Prepayments		910.075	1.314.176
Receivables		25.310.520	21.250.563
Cash and cash equivalents		5.626.076	2.548.992
Current assets		30.936.596	23.799.555
<hr/>			
Assets		33.218.814	26.060.168
<hr/>			

Balance Sheet at 30 September

Equity and liabilities

	Note	2024 DKK	2023 DKK
Share Capital		50.000	50.000
Reserve for development costs		364.540	0
Retained earnings		268.879	586.498
Equity		683.419	636.498
<hr/>			
Trade payables		467.338	725.833
Debt to Group companies		24.020.109	18.180.676
Other liabilities		8.047.948	6.517.161
Current liabilities		32.535.395	25.423.670
Liabilities		32.535.395	25.423.670
<hr/>			
Equity and liabilities		33.218.814	26.060.168
<hr/>			
Contingencies etc.	8		
Going concern assumptions	9		

Equity

DKK	Share Capital	Reserve for development costs	Retained earnings	Total
Equity at 1 October 2023	50.000	0	586.498	636.498
Proposed profit allocation			46.921	46.921
Other legal bindings				
Reserve for development costs		364.540	-364.540	0
Equity at 30 September 2024	50.000	364.540	268.879	683.419

Notes

	2023/24 DKK	2022/23 DKK
1 Staff costs		
Average number of full time employees	60	59
Wages and salaries	37.522.424	39.991.066
Pensions	4.256.698	3.300.152
Social security costs	331.397	132.917
	42.110.519	43.424.135
<hr/>		
2 Other financial income		
Interest income from group enterprises	639.352	0
Other interest income	15.394	3.349
	654.746	3.349
<hr/>		
3 Other financial expenses		
Interest expenses to group enterprises	1.552.025	0
Other interest expenses	1.106.253	45.343
	2.658.278	45.343
<hr/>		
4 Tax on profit/loss for the year		
Adjustment of deferred tax	-59.215	-53.609
	-59.215	-53.609
<hr/>		

Notes

5 | Intangible assets

	Development projects completed, including patents and similar rights originating from development projects
DKK	
Additions	480.368
Cost at 30 September 2024	480.368
Amortisation for the year	13.009
Amortisation at 30 September 2024	13.009
Carrying amount at 30 September 2024	467.359

Development projects comprise internally developed software utilized within the Group. Income is generated through the use of the software by Group companies.

6 | Property, plant and equipment

	Other plant, fixtures and equipment
DKK	
Cost at 1 October 2023	6.122.246
Additions	652.659
Cost at 30 September 2024	6.774.905
Depreciation and impairment losses at 1 October 2023	3.861.633
Depreciation for the year	1.098.413
Depreciation and impairment losses at 30 September 2024	4.960.046
Carrying amount at 30 September 2024	1.814.859

	2024 DKK	2023 DKK
7 Contract work in progress		
Sales value of completed work	36.412.736	20.361.756
Progress invoicing/advances received	-33.525.007	-11.958.793
Contract work in progress, net	2.887.729	8.402.963
Recognised as follows		
Contract work in progress (asset)	2.887.729	8.402.963
	2.887.729	8.402.963

Notes

8 | Contingencies etc.

Contingent liabilities

The company has concluded lease agreements with terms to maturity of 3-6 months and total lease payments of DKK 626,000 (30 September 2023: DKK 864,000).

9 | Going concern assumptions

The Company has generated a profit of DKK 46,922. The loss is in line with Management's expectations and the Company's business plan. As a result, the Company's current assets amount to DKK 30,937 thousand and the current liabilities amount to DKK 32,535 thousand of which DKK 24,020 thousand is debt to Group entities.

The Company has received a strong letter of support from the parent Company Arc TopCo Limited, which will ensure sufficient liquidity for the Company to continue the execution of the growth strategy. Further, the letter of support states that no repayment of payables to Group entities will be demanded, and that Arc TopCo Limited guarantees the repayment of receivables from Group entities, if the counterparty is unable to pay. The letter of support is effective until at least 1 October 2025.

Based on the letter of support received, Management has prepared the annual report under the going concern assumption.

10 | Consolidated Financial Statements

The company is included in the consolidated financial statements of the parent company:

Arc Topco Limited
1st Floor
91 - 94 Lower Marsh
London
United Kingdom
SE1 7AB

Accounting Policies

The Annual Report of Wood Thilsted Partners ApS for 2023/24 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared consistently with the accounting principles applied last year.

Income Statement

Net revenue

Sale of services is generally recognised on the basis of a measurable degree of completion. Where the degree of completion is not measurable or the sales value or the total costs of completion are uncertain, revenue is recognised by the amount that the enterprise as a maximum believes to have a right to claim and is expected to be received for services delivered at the Balance Sheet date.

Net revenue is recognised exclusive of VAT and less duties and discounts related to the sale.

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables.

Other external expenses

Other external expenses include other production, sales, delivery and administrative costs, including costs of energy, marketing, premises, loss on bad debts, lease expenses, etc

Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions, and other costs of social security etc., for the Company's employees.

Financial income and expenses

Financial income and expenses include interest income and expenses, realised and unrealised gains and losses arising from debt and transactions in foreign currencies, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year. Interest income and expenses are calculated on amortised cost prices.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the Income Statement by the share that may be attributed to the profit for the year, and is recognised directly in equity by the share that may be attributed to entries directly to equity.

Balance Sheet

Intangible fixed assets

Development projects comprise costs, including wages and salaries, and amortisation, which directly or indirectly can be related to the Company's development activities and which fulfil the criteria for recognition in the Balance Sheet.

The accounting item is measured at the lower of the capitalised costs less accumulated amortisation and recoverable amount.

Capitalised development costs are amortised on a straight-line basis over the estimated useful life after completion of the development work. The amortisation period is normally 10 years.

Accounting Policies

Intangible fixed assets are generally written down to the recoverable amount if this is lower than the carrying amount.

Tangible fixed assets

Other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Other plant, fixtures and equipment	3-5 years	0 %

Impairment of fixed assets

The carrying amount of intangible fixed and tangible assets, are assessed annually for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the recoverable amount.

The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Write-off is performed to provide for losses when an objective indication has been assessed to have incurred that a receivable or a portfolio of receivables are impaired. If there is an objective indication that an individual receivable is impaired, the write-off is performed at individual level.

Write-off is determined as the difference between the carrying amount of receivables and the present value of the expected cash flows, including realisable value of any received collaterals. The effective interest rate is used as discount rate for the single receivable or portfolio.

Contract work in progress

Work in progress on contract is measured at the sales value of the work performed. The sales value is measured on the basis of the degree of completion on the Balance Sheet date and the total anticipated revenue related to the specific piece of work in progress. The stage of completion is determined based on an assessment of the work performed, usually calculated as the relation between the costs incurred and the total expected costs for the contract in question.

Accruals, assets

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Accounting Policies

Tax payable and deferred tax

Current tax liabilities and receivable current tax are recognised in the Balance Sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less transaction costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the loan period.

The amortised cost of current liabilities corresponds usually to the nominal value.

The capitalised remaining lease liability on finance lease contracts is also recognised as financial liabilities.

Foreign currency translation

The annual report is presented in Danish kroner (DKK).

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the Income Statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the Balance Sheet date are translated at the exchange rate on the Balance Sheet date. The difference between the exchange rate on the Balance Sheet date and the exchange rate at the date when the receivables or payables come into existence recognised in the Income Statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.