Lauritzen Fonden Holding ApS

Tranegårdsvej 20, DK-2900 Hellerup

Annual Report for 1 January 2021 - 31 December 2021

CVR No 22 04 20 17

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 14/6 2022

Tommy Thomsen
Chairman of the General Meeting

Contents

Management's Statement

The Executive Board has today considered and adopted the Annual Report of Lauritzen Fonden Holding ApS for the financial year 1 January - 31 December 2021.

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 at 31 December 2021 of the Company and of the results of the Company operations for 2021.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 14 June 2022

Executive Board

Tommy Thomsen CEO	Inge Grønvold

Independent Auditor’s Report

To the Shareholder of Lauritzen Fonden Holding ApS

Opinion

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.

We have audited the Financial Statements of Lauritzen Fonden Holding ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies (”the 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.

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.

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.

- 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.

Hellerup, 14 June 2022
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Rasmus Friis Jørgensen
State Authorised Public Accountant
mne28705

Bo Schou-Jacobsen
State Authorised Public Accountant
mne28703

Company Information

The Company	Lauritzen Fonden Holding ApS Tranegårdsvej 20 DK-2900 Hellerup CVR No: 22 04 20 17 Financial period: 1 January - 31 December Municipality of reg. office: Gentofte
Executive Board	Tommy Thomsen Inge Grønvold
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup

Income Statement 1 January - 31 December

	Note	2021	2020
		TDKK	TDKK
Other operating income		873	950
Other external expenses		-7,213	-3,665
Gross profit/loss		**-6,340**	**-2,715**
Staff expenses	3	-12,830	-8,231
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-1,177	-1,370
Profit/loss before financial income and expenses		**-20,347**	**-12,316**
Income from investments in subsidiaries	4	499,887	-621,449
Income from investments in associates	5	631	412
Financial income	6	45,336	34,158
Financial expenses	7	-84,140	-73,370
Profit/loss before tax		**441,367**	**-672,565**
Tax on profit/loss for the year		18,426	2,274
Net profit/loss for the year		**459,793**	**-670,291**

Distribution of profit

Proposed distribution of profit

Retained earnings	459,793	-670,291
	459,793	**-670,291**

Balance Sheet 31 December

Assets

	Note	2021	2020
		TDKK	TDKK
Land and buildings		38,557	39,009
Other fixtures and fittings, tools and equipment		2,972	3,661
Property, plant and equipment	8	**41,529**	**42,670**
Investments in subsidiaries	9	1,701,330	963,739
Investments in associates	10	6,150	2,819
Receivables from associates		43,221	10,572
Fixed asset investments		**1,750,701**	**977,130**
Fixed assets		**1,792,230**	**1,019,800**
Receivables from group enterprises		114,681	75,918
Receivables from associates		3,633	86,962
Other receivables		20	0
Corporation tax		4,135	2,441
Receivables		**122,469**	**165,321**
Current asset investments		**132,135**	**207,534**
Cash at bank and in hand		**1,076**	**8,095**
Currents assets		**255,680**	**380,950**
Assets		**2,047,910**	**1,400,750**

Balance Sheet 31 December

Liabilities and equity

	Note	2021	2020
		TDKK	TDKK
Share capital		150,000	150,000
Retained earnings		1,753,228	1,185,204
Equity		**1,903,228**	**1,335,204**
Mortgage loans		15,833	16,195
Credit institutions		89,298	46,082
Long-term debt		**105,131**	**62,277**
Mortgage loans, short term		869	1,370
Trade payables		214	382
Payables to group enterprises		31,740	0
Other payables		6,728	1,517
Short-term debt		**39,551**	**3,269**
Debt		**144,682**	**65,546**
Liabilities and equity		**2,047,910**	**1,400,750**
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Statement of Changes in Equity

	Share capital	Retained earnings	Total
	TDKK	TDKK	TDKK
Equity at 1 January	150,000	778,896	928,896
Opening adjustments	0	-96,951	-96,951
Capital increase by contribution in kind*	0	503,259	503,259
Adjusted equity at 1 January	150,000	1,185,204	1,335,204
Exchange adjustments, subsidiaries	0	87,222	87,222
Capital increase in J. Lauritzen A/S by Lauritzen Fonden	0	20,000	20,000
Value adjustment in subsidiaries	0	1,009	1,009
Net profit/loss for the year	0	459,793	459,793
Equity at 31 December	**150,000**	**1,753,228**	**1,903,228**

* On 2 December 2021, a capital increase of the share capital of nominal DKK 1 at a price of 95,931,700,000 corresponding to a premium of DKK 959 million was adopted. The capital increase was provided by a contribution in kind of the full ownership of J. Lauritzen A/S. For accounting purposes, the contribution in kind, ie. capital increase, is recognised as of 1 January 2020 at equity value.

Notes to the Financial Statements

1 Subsequent events

Early 2022, Lauritzen Fonden contributed all its shares in DFDS A/S to Lauritzen Fonden Holding ApS as contribution in kind with effect from accounting effect as of 1 January 2022. Thus, Lauritzen Fonden Holding ApS now has an ownership share of 43% in DFDS A/S. No other events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

2 Key activities

The purpose of the Company is to conduct trade, industry, finance and investment activities, including investments in equity and real estate.

3 Staff expenses

	2021 TDKK	2020 TDKK
Wages and salaries	12,279	7,860
Pensions	469	350
Other social security expenses	13	21
Other staff expenses	69	0
	12,830	**8,231**
Including remuneration to the Executive Board of:		
Executive Board	8,950	5,700
	8,950	**5,700**
Average number of employees	**6**	**7**

4 Income from investments in subsidiaries

	2021 TDKK	2020 TDKK
Share of profits of subsidiaries	499,887	-621,449
	499,887	**-621,449**

5 Income from investments in associates

Share of profits of associates	631	412
	631	**412**

Notes to the Financial Statements

6 Financial income

	2021	2020
	TDKK	TDKK
Income from current asset investments	29,069	32,339
Interest and exchange gain from group enterprises	9,936	0
Interest and exchange gain from associates	478	0
Interest and other financial income	5,853	1,819
	45,336	**34,158**

7 Financial expenses

	2021	2020
	TDKK	TDKK
Impairment losses on fixed asset investments (associates)	79,583	70,965
Interest surcharges	354	644
Other financial expenses	2,115	236
Exchange loss	2,088	1,525
	84,140	**73,370**

8 Property, plant and equipment

	Land and buildings	Other fixtures and fittings, tools and equipment
	TDKK	TDKK
Cost at 1 January	41,082	8,295
Additions for the year	0	37
Cost at 31 December	41,082	8,332
Impairment losses and depreciation at 1 January	2,073	4,634
Depreciation for the year	452	726
Impairment losses and depreciation at 31 December	2,525	5,360
Carrying amount at 31 December	**38,557**	**2,972**

Notes to the Financial Statements

		2021	2020
		TDKK	TDKK
9	**Investments in subsidiaries**		
	Cost at 1 January	2,192,735	1,112,176
	Opening adjustments	-322,930	1,080,559
	Additions for the year	334,629	0
	Disposals for the year	-197,943	0
	Cost at 31 December	2,006,491	2,192,735
	Value adjustments at 1 January	-1,228,996	-492,064
	Opening adjustments	322,929	-71,928
	Disposals for the year	-6,876	0
	Exchange adjustment	87,222	-43,555
	Net profit/loss for the year	499,887	-621,449
	Other value adjustments	1,011	0
	Value adjustments at 31 December	-324,823	-1,228,996
	Equity investments with negative net asset value transferred to provisions	19,662	0
	Carrying amount at 31 December	**1,701,330**	**963,739**

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
Frederikshavn Maritime Erhvervspark A/S	Frederikshavn	30,000	100%	69,689	1,185
J. Lauritzen A/S	Hellerup	400	100%	1,520,045	622,152
Mama Mia Holding A/S	Hellerup	22,105	65%	-30,296	-115,237
Axis Offshore Pte. Ltd.	Singapore	870,936	100%	111,596	-48,663

Notes to the Financial Statements

	2021	2020
	TDKK	TDKK
10 Investments in associates		
Cost at 1 January	101,738	101,738
Opening adjustments	65,581	0
Additions for the year	32,562	0
Cost at 31 December	199,881	101,738
Value adjustments at 1 January	-98,919	-8,505
Opening adjustments	-65,581	-90,826
Net profit/loss for the year	631	412
Revaluations for the year, net	-29,862	0
Value adjustments at 31 December	-193,731	-98,919
Carrying amount at 31 December	**6,150**	**2,819**

Investments in associates are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership	Equity	Net profit/loss for the year
AHK NR. 186 ApS	Hellerup	500	50%	557	-248
Smartvan A/S	Støvring	994	45%	7,096	1,729
Nanonord A/S	Aalborg	1,000	47%	-56,314	-15,496
Porsborgparken ApS	Skørping	100	45%	5,947	-53

Notes to the Financial Statements

11 Contingent assets, liabilities and other financial obligations

Contingent liabilities

The Company is jointly taxed with the Danish subsidiaries of the Lauritzen Foundation. The Group companies are jointly and severally liable for tax on the jointly taxed incomes etc 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.

There is a residual liability corresponding to the Company's share of the non-paid capital totalling DKK 137,2 million (2020: DKK 29,7 million) tied to the Company's investment in other investments.

Land and buildings with a total carrying amount of DKK 38,6 million (2020: DKK 39,0 million) have been pledged as security for mortgage on land and buildings and bank loans with a total carrying amount of DKK 16,7 million (2020: DKK 17,6 million).

12 Related parties

	Basis
Controlling interest	
Lauritzen Foundation	Ultimate parent company

Transactions

The Company's intercompany transactions has during the year been entered into at arm's length.

Consolidated Financial Statements

Parent

Name	Place of registered office
Lauritzen Fonden	Tranegårdsvej 20, 2900 Hellerup

The Group Annual Report of Lauritzen Fonden may be obtained at the following address:

www.lauritzenfonden.dk

Notes to the Financial Statements

13 Accounting Policies

The Annual Report of Lauritzen Fonden Holding ApS for 2021 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2021 are presented in TDKK.

Opening adjustment

An opening adjustment in equity as of 1 January 2020 of DKK -97,0 million (no tax effect) has been recognised related to adjustment of an investment in an associated company. The adjustment has no effect on the Income Statement. Comparative figures for 2020 have been adjusted.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Lauritzen Fonden, the Company has not prepared consolidated financial statements.

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, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been 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.

Business combinations

Pooling of interests

Intragroup business combinations are accounted for under the pooling-of-interests method. Under this method, the two enterprises are combined at carrying amounts, and no differences are identified. Any consideration which exceeds the carrying amount of the acquired enterprise is recognised directly in equity. The pooling-of-interests method is applied as if the two enterprises had always been combined by

Notes to the Financial Statements

13 Accounting Policies (continued)

restating comparative figures.

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Income Statement

Other external expenses

Other external expenses comprise the year's expenses relating to the entity's core activities, including expenses relating to administration, premises, office expenses as well as lawyer, auditor, consultants expenses etc.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of property, plant and equipment.

Income from investments in subsidiaries and associates

The items “Income from investments in subsidiaries” and “Income from investments in associates” in the income statement include the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish subsidiaries. The tax effect of the joint taxation

Notes to the Financial Statements

13 Accounting Policies (continued)

is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Buildings	50 years
Other fixtures and fittings, tools and equipment	4-10 years

Land is not depreciated. The residual value of buildings and other fixed assets is determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries and associates

Investments in subsidiaries and associates are recognised and measured under the equity method.

The items“Investments in subsidiaries” and “Investments in associates” in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition.

The total net revaluation of investments in subsidiaries and associates is transferred upon distribution of profit to “Reserve for net revaluation under the equity method“ under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries and the associates.

Notes to the Financial Statements

13 Accounting Policies (continued)

Subsidiaries and associates with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

The investments are assessed for impairment indicators annually. If such indicators exist, an impairment test is performed.

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 comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Current asset investments

Current asset investments comprise listed bonds and shares as well as unlisted investments, which are measured at fair value on the balance sheet date. Current asset investments comprise investments in which the Company holds less than 20% of the voting rights and does not exercise significant influence.

The fair value is calculated on the basis of valuation methods that are based as far as possible on observable market data. Unlisted investments consist primarily of investments in private equity funds and investments in other unlisted entities. Investments in private equity funds is measured at fair value on basis of international private equity and venture capital guidelines.

If it is not possible to calculate the fair value reliably, these investments are measured at cost or a lower recoverable amount.

Notes to the Financial Statements

13 Accounting Policies (continued)

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as mortgage loans and loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.