



## **AIP XLT Holding K/S**

Annual Report 2023

Approved at the company's general meeting, 5 April 2024

### **Secretary**

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Klaus Risager

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## Company Information

### Company

AIP XLT Holding K/S

Klareboderne 1

DK-1115 Copenhagen K

CVR-nr.: 42 90 97 18

Founded: 15.12.2021

Accounting period: 1 January - 31 December

Registered in: Copenhagen

### Executive Board of General Partner

Kasper Hansen

Jannick Prehn Brøndum

Mads Lerche Iversen

### Auditors

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44

2900 Hellerup

## **Management review**

### **Primary activities**

The principal activities of the Company in the period under review were to own shares of:

- Galvani JVCo Limited (30.56%)
  - Galvani MidCo Limited (100 %)
    - Galvani BidCo (100%)
      - Cross London Trains HoldCo 2 Ltd (33.3%)
        - Cross London Trains HoldCo 1 Ltd (100%)
          - Cross London Trains Ltd (100%)
          - Cross London Trains Finance Company Ltd. (100%)

Cross London Trains is a 115-train rolling stock fleet running on the Thames Link across London, UK. The fleet consists of electric commuter trains manufactured by Siemens.

### **Development in activities and finances**

The Company's Income Statement of the Financial year 1 January - 31 December 2023 shows a Net result of GBP 13,020k which is in line with the management's expectations.

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### Management's statement

The Executive Board have today considered and adopted the Annual Report of AIP XLT Holding K/S for the financial year 1 January - 31 December 2023.

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

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

In our opinion, the Management review includes a true and fair account of the matter addressed in the review.

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

Copenhagen, 5 April 2024

Executive Board of General Partner:

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Kasper Hansen

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Jannick Prehn Brøndum

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Mads Lerche Iversen

### Independent Auditor's Report

To the Shareholders of AIP XLT Holding K/S

#### Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

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

#### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

#### Management's Responsibilities for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and

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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, 5 April 2024

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Per Rolf Larssen  
State Authorised Public Accountant  
mne24822

Casper Larsen  
State Authorised Public Accountant  
mne45855

## Annual Report 2023

### Income statement

All amounts in thousands of GBP

	Note	2023	2022*
<b>Gross profit</b>		<b>689</b>	<b>- 1,312</b>
Income from associated company		16,082	5,409
Impairment losses on financial asset		- 5,854	- 23,617
		<b>10,917</b>	<b>- 19,520</b>
Financial income, associated company		2,069	1,293
Financial income		34	14
		<b>13,020</b>	<b>- 18,213</b>
<b>Net result</b>		<b>13,020</b>	<b>- 18,213</b>
 <u>Proposed distribution of profit:</u>			
Dividend		13,558	6,230
Retained earnings		- 538	- 24,443
		<b>13,020</b>	<b>- 18,213</b>
		<b>13,020</b>	<b>- 18,213</b>

\* Income statement from the period 15 December 2021 - 31 December 2022.

**Balance sheet**

At 31 December (in thousands GBP)

<b>Assets</b>	<b>Note</b>	<b>2023</b>	<b>2022*</b>
<b>Non-current assets</b>			
<b>Financial assets</b>			
Investment in associated company	3	72,610	78,464
Receivable from associated company	4	29,563	30,606
<b>Total financial assets</b>		<b>102,173</b>	<b>109,070</b>
<b>Total non-current assets</b>		<b>102,173</b>	<b>109,070</b>
<b>Current assets</b>			
<b>Short-term receivables</b>			
Receivable from associated company		6,577	205
<b>Total short-term receivables</b>		<b>6,577</b>	<b>205</b>
Cash and cash equivalents		75	781
<b>Total current assets</b>		<b>6,651</b>	<b>986</b>
<b>Total assets</b>		<b>108,824</b>	<b>110,056</b>

**Balance sheet**

At 31 December (in thousands GBP)

<b>Equity and liabilities</b>	<b>Note</b>	<b>2023</b>	<b>2022*</b>
<b>Equity</b>			
Contributed capital		133,800	133,800
Retained earnings		- 24,982	- 24,443
<b>Total equity</b>		<b>108,818</b>	<b>109,357</b>
<b>Liabilities</b>			
<b>Short-term payables</b>			
Payable to group company		-	696
Other short-term payables		6	3
<b>Total short-term payables</b>		<b>6</b>	<b>699</b>
<b>Total liabilities</b>		<b>6</b>	<b>699</b>
<b>Total equity and liabilities</b>		<b>108,824</b>	<b>110,056</b>
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## Statement of Changes in Equity

At 31 December (in thousands GBP)

<b>Change in equity 2023</b>	<b>Contributed capital</b>	<b>Suggested dividend</b>	<b>Retained earnings</b>	<b>Total</b>
Equity at 1 January	133,800	-	-24,443	109,357
Proposed distribution of profit	-	13,558	-538	13,020
Distributed capital	-	-13,558	-	-13,558
<b>Equity at 31 December</b>	<b>133,800</b>	<b>-</b>	<b>-24,982</b>	<b>108,818</b>

The share capital of GBP 133,800,000 has been issued in shares corresponding to ownership interests.

## Notes

### Note 1

#### Accounting policies

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few elements from reporting class C enterprises.

#### Changes to principal accounting policies

No other changes to the principal accounting policies are applied in 2023.

#### Presentation currency

The reporting currency is Pound sterling. All amounts are in thousands of GBP. The exchange rate per 31. December 2023 of 857.59 (2022: 838.45) was used where translation from DKK to GBP was needed.

#### Recognition and measurement

Revenue is recognized in the income statement as it is earned, including value adjustments of financial assets and liabilities measured at fair value or amortized costs.

In addition, expenses incurred to achieve the year's earnings are recognized, including depreciation, write-downs, provisions, and reversals because of changed accounting estimates of amounts previously recognized in the income statement.

Assets are recognized in the balance sheet when it is probable because of a prior event that future economic benefits will flow to the company, and the value of the asset can be measured reliably. Liabilities are recognized in the balance sheet when the company has a legal or constructive obligation because of a prior event, and it is probable that future economic benefits will flow out of the company, and the value of the liabilities can be measured.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each accounting item below.

Recognition and measurements consider the gains, losses and risks that arise before the annual report is presented and which corroborates or invalidates conditions that existed at the balance sheet date.

#### Foreign currency translation

Foreign currency transactions are translated at the exchange rate at the transaction date. Exchange rate differences arising between the exchange rate at the transaction date and the rate at the payment date are recognized in the income statement as a financial item.

Receivables, payables, and other monetary items in foreign currencies that have not been settled on the balance sheet date are translated at the exchange rate at the balance sheet date. The difference between the exchange rate at the balance sheet date and the exchange rate at the transaction date is recognized in the income statement as a financial item.

#### Income statement

##### Gross profit

Gross profit is calculated with reference to §32 of the Danish Financial Statements Act as a summary of other external net costs.

##### Income from associated company

Interest and dividend income from associated company is presented in the Income statement in the year of which it was declared.

##### Impairment losses on financial asset

Investment is recognized and measured at cost. If there is an indication of a need for impairment, an impairment test is performed. Where the carrying amount exceeds the recoverable amount it is written down to this lower value.

##### Financial items

Financial income and expenses include interest income and expenses, realized and unrealized gains and losses on debt, fair value of investments & loans and transactions in foreign currencies.

### **Tax**

The company is not taxable independently, which is why the tax liability is incumbent on the company's investors. As a result, no tax and deferred tax has been set aside in the accounts.

### **Balance sheet**

#### **Investment in associated company**

Investment in associated company is recognized and measured at cost. If there is an indication of a need for impairment, an impairment test is performed. Where the carrying amount exceeds the recoverable amount it is written down to this lower value.

#### **Receivable from associated company**

Receivable from associated company is measured at amortized cost, which usually corresponds to nominal value, less write-downs for expected losses and including accrued interest.

#### **Cash and cash equivalents**

Cash comprises cash in bank deposits.

Cash and cash equivalents comprise cash and bank balances net of bank overdrafts.

#### **Equity**

Dividend distributions proposed by the management for the financial year are shown as a separate item under equity.

#### **Payable to group company**

Expenses owned to group company with reference to the fiscal year they are accrued for.

#### **Other short-term payables**

Expenses with reference to the fiscal year they are accrued for.

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### Note 2 Employees and Salaries

	2023	2022
Average number of employees	-	-

### Note 3 Investment in associated company

Cost at 1 January	102,081	-
Additions in year	-	102,081
<b>Cost at 31 December</b>	<b>102,081</b>	<b>102,081</b>
Impairment at 1 January	-23,617	-
Impairment in year	-5,854	-23,617
<b>Impairment at 31 December</b>	<b>-29,471</b>	<b>-23,617</b>
<b>Total investments in group companies</b>	<b>72,610</b>	<b>78,464</b>

The company has investment in the associated company listed below:

- 30.56% ownership of Galvani JVCo Limited, located in United Kingdom

The detailed ownership structure is presented in the Primary activities section of the Management review.

### Note 4

#### Receivable from associated company

Cost at 1 January	30,606	-
Additions in year	2,069	31,632
Repayments in year	-3,113	-1,026
<b>Cost at 31 December</b>	<b>29,563</b>	<b>30,606</b>
<b>Total receivable from associated company</b>	<b>29,563</b>	<b>30,606</b>

### Note 5 Contingent liabilities

The company has no contingent liabilities apart from the liabilities already recognized in the balance sheet.

### Note 6

**Consolidated financial statement**

AIP XLT Holding K/S is included in the consolidated financial statement of the parent company AIP Infrastructure II K/S.

The consolidated financial statements for AIP Infrastructure II K/S can be obtained at the address:

AIP Infrastructure II K/S  
Klareboderne 1  
1115 Copenhagen K