



AIP XLT Holding K/S

Annual Report 2022

Approved at the company's general meeting, 20 April 2023

Secretary

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: 15 December 2021 - 31 December 2022

Registered in: Copenhagen

Executive Board

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%)

Development in activities and finances

The Company's Income Statement of the Financial year 15 December 2021 - 31 December 2022 shows a negative Net result of GBP -18,213k 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 15 December 2021 - 31 December 2022.

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 2022 of the Company and of the results of the Company operations for the financial year 15 December 2021 - 31 December 2022.

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, 20 April 2023

Executive Board:

Kasper Hansen

Jannick Prehn Brøndum

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 2022, and of the results of the Company's operations for the financial year 15 December 2021 - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of AIP XLT Holding K/S for the financial year 15 December 2021 - 31 December 2022, 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, 20 April 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Per Rolf Larssen
State Authorised Public Accountant
mne24822

Casper Larsen
State Authorised Public Accountant
mne45855

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Income statement

All amounts in thousands of GBP

	Note	<u>2022*</u>
Gross loss		- 1,312
Impairment losses on financial assets		- 23,617
Income from associated companies		5,409
		<hr/>
Profit before financial items		- 19,520
Financial income/expenses, associated companies		1,293
Financial income		14
Financial expenses		- 0
		<hr/>
Profit before income taxes		- 18,213
Income taxes		-
		<hr/>
Net result		- 18,213
		<hr/> <hr/>
<u>Proposed distribution of profit:</u>		
Dividend		6,230
Retained earnings		-24,443
		<hr/>
Retained earnings		- 18,213
		<hr/> <hr/>

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

Balance sheet

At 31 December (in thousands GBP)

Assets	Note	2022
Non-current assets		
Financial assets		
Investments in associated companies	3	78,464
Receivable from associated companies	4	30,606
Total financial assets		109,070
Total non-current assets		109,070
Current assets		
Short-term receivables		
Receivables from associated companies		205
Total short-term receivables		205
Cash and cash equivalents		781
Total current assets		986
Total assets		110,056

Balance sheet

At 31 December (in thousands GBP)

Equity and liabilities	Note	2022
Equity		
Share capital		133,800
Dividend		- 6,230
Retained earnings		- 18,213
Total equity		109,357
Liabilities		
Short-term payables		
Payables to group companies		696
Other short-term payables		3
Total short-term payables		699
Total liabilities		699
Total equity and liabilities		110,056
Accounting policies		1
Employees		2
Contingent liabilities		5
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Statement of Changes in Equity

At 31 December (in thousands GBP)

Change in equity 2022	Share capital	Suggested dividend	Retained earnings	Total
Equity at 15 December 2021	-	-	-	-
Capital increase	133,800	-	-	133,800
Proposed distribution of profit	-	6,230	-24,443	-18,213
Distributed capital	-	-6,230	-	-6,230
Equity at 31 December	133,800	-	-24,443	109,357

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

This is the Company's first financial year and comprise the period 15 December 2021 - 31 December 2022, and hence no comparative figures have been presented.

Presentation currency

The reporting currency is Pound sterling. All amounts are in thousands of GBP. The exchange rate per 31. December of 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 loss

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

Impairment losses on financial assets

Investments are 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.

Income from group companies

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

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

Investments in financial assets

Investments in subsidiaries and associates are 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.

Receivables from associated companies

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

Other Receivables

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

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.

Payables to group companies

Expenses owned to group companies 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.

Note 2
Employees

	2022
Average number of employees	-

Note 3
Investment in associated companies

Cost at 15 December 2021	-
Additions in year	102,081
Disposals in year	-

Cost at 31 December **102,081**

Impairment at 15 December 2021	-
Impairment in year	-23,617

Impairment at 31 December **-23,617**

Total investments in group companies **78,464**

The company has investment in associated companies 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 companies

Cost at 15 December 2021	-
Additions in year	31,632
Repayments in year	-1,026

Cost at 31 December **30,606**

Total receivable from associated companies * **30,606**

* The company does not expect repayments within the next year.

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