FairWind A/S

Lysholt Allé 6, 7100 Vejle

Annual report

2023

Company reg. no. 31 42 92 93

The annual report was submitted and approved by the general meeting on the 26 June 2024.

Stewart Andrew Alan Mitchell
Chairman of the meeting

Contents

Notes:
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of FairWind A/S for the financial year 2023.

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 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023.

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.

Vejle, 26 June 2024

Managing Director

Stewart Andrew Alan Mitchell

Board of directors

Mike Winkel Chairman	Helene Anna Rasmusson Egebøl	Wolfgang Müller
Nils Henrik Tholander	Per Olof Martin Frankling	

Independent auditor's report

To the Shareholders of FairWind A/S

Opinion

We have audited the financial statements of FairWind A/S for the financial year 1 January - 31 December 2023, 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 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.

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 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.

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.

Aarhus, 26 June 2024

Deloitte
State Authorised Public Accountants
Company reg. no. 33 96 35 56

Jacob Tækker Nørgaard
State Authorised Public Accountant
mne40049

Thomas Aamand Lund
State Authorised Public Accountant
mne47764

Company information

The company	FairWind A/S Lysholt Allé 6 7100 Vejle	
	Phone	+ 45 75 11 76 20
	Web site	www.fairwind.com
	Company reg. no.	31 42 92 93
	Established:	15 May 2008
	Domicile:	Vejle
	Financial year:	1 January - 31 December
Board of directors	Mike Winkel, Chairman Helene Anna Rasmusson Egebøl Wolfgang Müller Nils Henrik Tholander Per Olof Martin Frankling	
Managing Director	Stewart Andrew Alan Mitchell	
Auditors	Deloitte Statsautoriseret Revisionspartnerselskab City Tower, Værkmestergade 2 8000 Aarhus	

Financial highlights

DKK in thousands.	2023	2022	2021	2020	2019
Income statement:					
Revenue	511.932	491.368	522.032	499.167	468.281
Gross profit	42.245	67.497	144.398	167.808	99.924
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	-31.152	1.672	24.024	14.826	-33.922
Operating profit/loss	-32.573	-82	23.034	-549	-49.149
Net financials	-21.639	-29.214	-10.239	-20.975	-2.691
Profit before tax	16.117	-1.173	44.432	7.894	2.266
Net profit or loss for the year	8.309	5.544	41.942	13.165	13.556
Statement of financial position:					
Balance sheet total	566.696	531.014	430.900	354.423	460.029
Investments in property, plant and equipment	3.700	3.562	1.366	9.064	10.426
Equity	131.279	131.459	130.509	92.743	97.073
Employees:					
Average number of full-time employees	130	124	238	344	92
Key figures in %:					
Gross margin ratio	8,3	13,7	27,7	33,6	21,3
Solvency ratio	23,2	24,8	30,3	26,2	21,1

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:

Gross margin ratio $\dfrac{\text{Gross profit x 100}}{\text{Revenue}}$

Solvency ratio $\dfrac{\text{Equity, closing balance x 100}}{\text{Total assets, closing balance}}$

The principal activities of the company

FairWind A/S's principal activities are technical installation of wind turbines and other related services.

Material errors in previous years

In connection with the preparation of the annual report for 2023, a material error has been identified in connection with the calculation of work in progress in the annual report for 2022. The error amounts to a total of DKK 12.570 thousand and has been corrected as a material error in previous years.

Net profit, balance sheet total and equity are not affected by the error. The net profit for 2022, balance sheet total and equity as per 31.12.2022 is positively affected by DKK 12.570 thousand as a result of the adjustment of the error.

The comparative figures have been adjusted.

Development in activities and financial matters

The profit for the year amounts to DKK 8.309 thousand (2022: 5.544 thousand) and total equity amounts to DKK 131.279 thousand (2022: 131.459 thousand).

FairWind Group's Management considers the development in turnover and profit levels for the year satisfying.

FairWind recognized growth on revenue in 2023 compared to last year, and also recognized 2 % growth in operations, but EBIT result significant impacted by M&A costs related to the acquisition of Wind1000 and other market investigations. Furthermore staff costs increased due to restructuring of our organization, moving salary costs to headquarter.

Revenue for the company is dependent on which projects are won during the year, FairWind A/S is the parent company of all project entities in the Group, and investments in subsidiaries is measured on the equity method, and therefore the groups revenue will be included in FairWind A/S through revenue or through income from subsidiaries. Fairwind saw substantial growth in income from investments in subsidiaries in 2023.

The financial performance for the Group 2023 saw growth on both revenue and EBITDA compared to last year, and exceeded expectations from the 2022 annual report where we estimated revenue in the level of 1b DKK. The EBITDA performance stayed within expectations for the percentage performance, providing growth on a monetary level. We consider this performance highly satisfactory. See Annual Report for our Parent company, Force Bidco A/S, for a consolidated Group Financial overview.

FairWind Group have been successful in further diversifying our revenue streams with increased activity especially in North America, and within Service offerings, which significantly contributed to the exceeded revenue performance compared to 2022 group expectations.

The higher group EBITDA is directly impacted by the higher group revenue in 2023.

North America has been a focus area for the FairWind Group, and the growth is achieved by developing closer cooperation with existing customers and adding new customers, both OEM's and developers. Also our Service and Offshore business added to the increased revenue in the financial year with organic Service growth in our core market, and a more globally market focus for our Offshore business.

By diversifying our revenue streams geographically, we have also seen a shift in operating income, with a slightly lower contribution margin for our Installation business, and significant higher contribution margin for our Service business.

The positive financial performance in operating profit is further substantiated as the market still has shown challenges with delays to projects that were planned throughout the year and the high inflation rates seen across the globe.

Furthermore, considerable investments have been made in the business to support not only the increased revenues in the year, but also the long-term growth of the business, operationally, and geographically, such as in Software, regionalisation and organisation.

FairWind A/S has improved cash positions with 11.558 t.DKK, mainly driven by improvement in Trade Receivables.

In the final quarter of the year, FairWind also entered into an agreement to acquire the subsidiary companies of Wind1000 Corporate Holding S.L ("Wind1000"), a Spanish based regional leader in installation of onshore wind solutions, primarily in Southern Europe and South America. Final closing date for the acquisition was 26th of March 2024. By utilizing the regional strength of Wind1000, combined with the structured approach and support capabilities of FairWind, the combined business will become more competitive and better equipped to meet the needs of customers across Southern Europe and South America. The work to secure the acquisition of Wind1000 has not been without cost, though the Management is satisfied that FairWind has been able to carry out this acquisition process without negatively impacting ongoing operations and still secure positive financial performance. Financing of the acquisition is carried out by a mix of reinvesting from Wind1000 management, bond tap in Force Bidco A/S (5 mio. EUR) obtained in 2023, an equity injection from FairWind's current shareholders and a loan from Jyske Bank.

To mitigate the impacts from increased inflation, FairWind has proactively engaged with customers in finding solutions to solve challenges that has raised as part of this. The outcome of these customer engagements has been positive, and FairWind has been able to further secure the foundation for future financial performance with adaptions to our commercial terms towards our customers on a global scale.

Finally, 2023 was a year where significant organizational adaptions occurred. In February, a new CFO was onboarded in the form of Sisse Mai, while CEO Stewart Mitchell joined the company in August. In September, Chief People Officer Laura Lee joined the business to further strengthen the business and secure the operational foundation for growth though in the form of a global workforce that expected to grow in the future as activities will expand across our regions.

Overall, 2023 proved itself to be a tough year as the organization has been heavily engaged in securing the foundation for future growth, while at the same time delivering satisfactory financial performance and mitigating the outcome of the increased global inflation.

And as it has been proved in previous years, the flexible FairWind business model once again stood its test and proved that it not only provides benefits and solutions for growing the business, but also provides the ability to navigate and adapt to challenging markets and unforeseen issues.

Human Resources

In 2023, the primary focus of Human Resources remains the delivery of full-scale project management and execution through skilled and proficient wind turbine technicians.

Continued growth relies upon the ability to attract, retain, and develop qualified employees in the relevant markets where the Group operates.

For several years, the Group has operated its own training academy, The European Wind Academy, in Poland, aimed at further developing and upskilling both existing and new colleagues in the wind industry.

Throughout 2023, the incorporation of competent and seasoned employees has notably strengthened the Group's knowledge base and competencies, playing the key role in fostering an environment that supports FairWind's expanded operational endeavors. Their expertise and proficiency have not only enriched the organization's skill set but have also facilitated the scaling up of activities across the entire Group.

Market and Outlook

As previously stated revenue for the company is depending on which projects are won during the year and the groups revenue will be included in FairWind A/S through revenue or through income from subsidiaries. Revenue for FairWind A/S is expected to be on same level as 2023.

With improved pipeline visibility compared to last year, combined with a strong order backlog, we expect organic revenue growth for the FairWind Group in the range of 15-20% in 2024 and EBITDA Group margin levels in the same range as 2023. Furthermore the acquisition of Wind1000 expects to create revenue in the range of DKK 250 - 300 millions. The guidance for 2024 including EBITDA margin is reflecting the current market situation.

Financial risks

General business risks

The Group is not exposed to specific risks which are not common for the type of business activities performed by the Group except for currency risks mentioned below.

Liquidity Risks
The Group's revolver is currently valid until March 31, 2026, and the bond redemption date is July 5, 2026. It is considered sufficient for the activities of the Group.

Interest rate risks
The Group's financing is based on a combination of bonds and bank borrowings (revolver) both with a floating rate. The bonds are with a margin on top of the EURIBOR (3 months) reference rate, and the revolver is with a margin on top of the CIBOR for DKK (3 months) reference rate.

Currency risks
The Group has activities in a variety of countries around the world. Some countries have volatile currencies, which expose the Group to currency risks due to increase or decrease in local currencies compared to DKK. The Group attempts to minimize the risk by creating natural hedges between the currency of the revenue and the currencies of the underlying cost. In general the currency development has been unfavorable in 2023, which has resulted in exchange adjustment of equity in the amount of DKK -8.489 thousand.

Corporate Social Responsibility (CSR)
In accordance with the Danish Financial Statements act §99a the Group has reported on Corporate Social Responsibilities in parent Group Annual report. For detailed information regarding the work of FairWind Group relating to social responsibilities reference is made to this report. The Report is published on the following link:
https://fairwind.com/wp-content/uploads/2024/05/Force_Bidco_Annual_Report_2023.pdf

FairWind Business Model
01 FairWind at a Glance
FairWind was established in 2008 and has grown to become a leading provider of one-stop solutions for the installation and service of onshore and offshore wind turbines throughout the world. FairWind has a regional setup and covers the world from 5 regions.

02 Our customers
FairWind primarily serves the largest OEM manufacturers in the wind industry, but we also have the capability to support developers and end customers. Our top priorities are safety, quality, and timely delivery, ensuring that we provide the best possible service to all of our customers.

03 Investing in competences
FairWind is a major global educator of new wind industry technicians. We invest in people by providing comprehensive training to inexperienced individuals, both for our own operations and for the wider industry.

04 In-house academy for technicians and white-collar

At FairWind, we invest in people. We treasure our employees and partners, which is why we invest in their personal and professional growth. We invest in the education of technicians so we and the industry can continue to rely on the all-important expertise of well- educated employees.

05 Sales

FairWind employs a global go-to-market strategy, engaging in high-level dialogue with our customers to set our strategy. In each of our regions, we have a dedicated sales and operational setup to create local relationships and provide precise, efficient support to our customers.

06 Operational

FairWind offers comprehensive operational solutions, from project management to installation and service for onshore and offshore
projects. Our services include management of crane work for installations, as well as transport for smaller projects. For service work, we provide solutions for repowering, decommissioning, and other maintenance needs.

07 Value creation

At FairWind, we prioritize high competencies in our workforce and effective project management to create value for our customers.
We offer a range of services, from smaller service tasks to major installation projects, including full installation and crane work across multiple turbines. By leveraging our experience, we engage in ongoing dialogue and collaboration with our customers to help them improve their technology and maintain a strong relationship based on mutual benefit.

Board of Directors

The Board of Directors of FairWind ensures that the executive management complies with the objectives, strategies, and business processes decided by the Board of Directors. Moreover, the Board of Directors ensures on an ongoing basis that the governance structure and control systems are appropriate and working well.

The Board of Directors consists of five members. The principal shareholder Triton Partners has appointed Per Olof Martin Frankling and Nils Henrik Tholander. The remaining three members of the Board of Directors are independent.

The Board of Directors meets on a predetermined schedule of meetings at least five times a year. Usually there is an annual strategy workshop in connection with an ordinary board meeting. The workshop defines the objectives and strategy of FairWind Group.

The Chairman and two selected board members meet with the CEO of the company on a bi-weekly basis.

FairWind’s Board of Directors hold other executive positions as described below:

Mike Winkel, Chairman (Elected in September 2021)
• Member of the Board of Directors at DeepOcean Group Holding A/S
• Chairman of the Board of Directors at Obton Group Holding A/S
• Member of the Supervisory Board of DTEK Renewables International B.V.
• Managing Director, MiSo Consulting S.L, Anyos. 50% Ownership

Per Olof Martin Frankling, Board Member (Elected in September 2021)
• Investment Professional at Triton Partners
• Member of the Board of Directors at GEIA FOOD A/S
• Member of the Board at Moove Group A/S
• Member of the Board of Directors at Habeo Group Oy
• Member of the Board of Directors at Nuent Group AB and subsidiaries
• Member of the Board of Directors at Norstat AS
• Member of the Board of Directors at Neptune Software AS
• Member of the Board of Directors at the Swedish Private Equity & Venture Capital Association

Nils Henrik Tholander, Board Member (Elected in September 2021)
• Investment Professional at Triton Partners
• Member of the board of Directors at Nuent Group
• Member of the board of Directors at Ingrid Capacity AB

Helene Anna Rasmusson Egebøl, Board Member (Elected in March 2022)
• Member of the Board of Directors at Glamox AS
• Member of the Board of Directors at Moove Group A/S
• CEO at Helene Invest ApS
• Group COO at Sun European Partners, LLP

Wolfgang Müller, Board Member (Elected in March 2022)
• Corporate Officer, Hitachi Ltd.
• Senior Vice President, Hitachi Ltd.

Triton Partners

The principal shareholder Triton Partners has appointed Per Olof Martin Frankling and Nils Henrik Tholander. The remaining three members of the board of directors are independent.

Stewart Mitchell

Stewart Andrew Alan Mitchell became Chief Executive Officer of the FairWind Group in August 2023. Before his employment in the Company Mr. Mitchell held the position as CEO of Sparrows Group, a global provider of specialist equipment and integrated engineering services to the energy and industrial sector. Mr. Mitchell holds a B.Eng in Mechanical Engineering from the University of Brighton.

Financial Reporting and Control Environment

The Board of Directors and executive board set out general requirements for business processes and internal controls. A number of policies are defined by the executive board and approved by the Board of Directors. The overall operational responsibility for risk management and internal controls relating to financial reporting rests with the executive board. The Audit Committee appointed by the Board of Directors assesses at regular intervals FairWind’s overall organizational structure and organization and the staffing of the functions that are important to internal controls and risk management.

In collaboration with the local management of the individual subsidiaries, the executive board assesses whether the Group has an appropriate and effective control environment. The executive board reports regularly to the Board of Directors on the development of FairWind’s operations, the company’s financial performance and risk position.

FairWind’s central finance function is responsible for risk management and internal controls relating to financial reporting. The Group finance function prepares Group accounting policies and instructions and ensures that the company has permanent procedures in place for the preparation of financial statements, including an assessment of new accounting regulation and the presentation of the financial reporting to FairWind’s stakeholders.

The Board of Directors and executive board receive monthly reports with detailed financial follow-up. All contracts with customers are reviewed on a monthly basis on project meetings by project managers and local management. Deviations to expectations on the contracts are reviewed and approved by the executive board.

Diversity and Gender Distribution

This report highlights the gender composition of the organization, as mandated by section 99b of the Danish Financial Statements Act.

Target & Results

Its primary objective is to draw attention to the gender disparity, particularly the underrepresentation of females within the company, as indicated by the current distribution.

Diversity and Inclusion

At FairWind Group, we continue to embrace diversity in its rich tapestry of forms, encompassing gender, age, cultural background, ethnicity, political and religious affiliations, and sexual orientation, among others. We are dedicated to fostering a culture where each person feels valued and confident that their distinct perspectives and contributions are appreciated. Our commitment lies in empowering our employees to realize their full potential.

Although the wind industry tends to be male-dominated, we acknowledge that female applicants for positions at FairWind may face limitations. However, our hiring practices are grounded solely in assessing competencies and experiences, devoid of any consideration based on gender.

By the end of 2023 we had a Board of Directors consisting of 6 people with a split of 33% women and 67% men and have obtained an equal gender distribution as defined by Erhervsstyrelsen (Danish Business Authorities). Due to this FairWind A/S are exempted from setting new targets for 2024. Nonetheless, we are committed to maintaining an equal gender split.

Board of Directors included in below table is employed in parent company Force Bidco A/S.

Other Management levels included in below tables counted as managers, employed in FairWind A/S, with one or more direct references.

Overview of the status of target figures for the underrepresented gender

	2023	2022	2021	2020	2019
Board of Directors					
Total number of members of board of Directors, excluding employee-elected members	6	6	6	4	4
Underrepresented gender in board of Directors	33 %	17 %	17 %	0 %	0 %
Target figure of underrepresented gender in board of Directors	15 %	15 %	15 %	15 %	15 %
Year of expected fulfillment	2021	2021	2021	2021	2021
Other management levels					
Total number of other management levels	11	9	11	7	8
Underrepresented gender at other management levels	18 %	11 %	0 %	0 %	0 %
Target figure of underrepresented gender at other management levels	36 %	15 %	15 %	15 %	15 %
Year of expected fulfillment	2026	2023	2023	2023	2023

Explanation of Data Ethics

The policy on Data Ethics is reviewed annually and compliant with section 99d of the Danish Financial Statements Act.

Data plays an increasingly significant role within FairWind, serving as a vital tool for monitoring, delivering, and enhancing services for customers, employees, and stakeholders. Recognizing its value as a crucial asset, we handle data with utmost care, adhering to all relevant laws, regulations, as well as FairWind's internal standards and policies.

Through meticulous management and a transparent approach, we ensure due respect for our customers, business partners, and employees. Continuous monitoring guarantees that data is handled responsibly and ethically at all times. FairWind's data handling practices are clearly defined and made available as part of our Privacy Policy on our website.

We continuously strive to optimize our data strategy regarding security measures and data use, implementing new initiatives to ensure confidentiality, integrity, and availability. This includes ongoing efforts to enhance data protection and IT security through employee education, training, and awareness sessions. To maintain compliance with our data ethics, we conduct annual reviews of policies, including data ethics considerations.

FairWind's handling of data is always defined and available on our website: https://fairwind.com/wp-content/uploads/2024/04/Data_Ethics_Policy.pdf

Event after the Balance Sheet Date

From the statement of financial position date and until today, the acquisition of Wind1000 is completed per 26th of March 2024.

No further matters, which would influence the evaluation of the Annual Report has occurred.

Income statement 1 January - 31 December

DKK thousand.

Note		2023	2022
2	Revenue	511.932	491.368
	Other operating income	287	366
	Costs of raw materials and consumables	-373.115	-355.845
	Other external expenses	-96.859	-68.392
	Gross profit	**42.245**	**67.497**
4	Staff costs	-73.397	-65.825
	Depreciation and writedown relating to fixed assets	-1.421	-1.754
	Profit/loss before net financials	**-32.573**	**-82**
	Income from investments in subsidiaries	70.331	28.123
	Other financial income from subsidiaries	2.965	407
	Other financial income	12.346	6.260
5	Other financial expenses	-36.952	-35.881
	Pre-tax net profit or loss	**16.117**	**-1.173**
6	Tax on net profit or loss for the year	-7.808	6.717
7	**Net profit or loss for the year**	**8.309**	**5.544**

Balance sheet at 31 December

DKK thousand.

Note	Assets	2023	2022
	Non-current assets		
8	Other fixtures, fittings, tools and equipment	4.578	2.299
	Total property, plant, and equipment	4.578	2.299
9	Investments in group enterprises	197.819	136.856
10	Deposits, investments	262	262
	Total investments	198.081	137.118
	Total non-current assets	**202.659**	**139.417**
	Current assets		
	Manufactured goods and trade goods	594	750
	Total inventories	594	750
	Trade receivables	74.244	107.975
11	Contract work in progress	47.312	107.209
	Receivables from group enterprises	203.327	123.610
12	Deferred tax assets	4.178	22.014
	Receivable corporate tax	233	0
	Other receivables	11.950	4.854
13	Prepayments	19.784	17.770
	Total receivables	361.028	383.432
	Cash and cash equivalents	2.415	7.415
	Total current assets	**364.037**	**391.597**
	Total assets	**566.696**	**531.014**

Balance sheet at 31 December

DKK thousand.

Note	Equity and liabilities	2023	2022
	Equity		
14	Contributed capital	785	785
	Reserves for net revaluation as per the equity method	160.761	99.878
	Retained earnings	-30.267	30.796
	Total equity	**131.279**	**131.459**
	Liabilities other than provisions		
15	Payables to group enterprises	46.478	76.758
	Total long term liabilities other than provisions	46.478	76.758
	Bank debts	110.018	126.575
11	Contract work in progress	5.374	1.873
	Trade creditors	82.585	72.629
	Payables to subsidiaries	172.111	107.962
	Corporate tax	0	2.823
	Other debts	18.851	10.935
	Total short term liabilities other than provisions	388.939	322.797
	Total liabilities other than provisions	**435.417**	**399.555**
	Total equity and liabilities	**566.696**	**531.014**

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Statement of changes in equity

DKK thousand.

	Contributed capital	Reserve for net revalua-tion according to the eq-uity method	Retained earnings	Total
Equity 1 January 2022	785	113.023	16.701	130.509
Correction due to material misstatement	0	0	12.570	12.570
Adjusted equity 1 January 2022	785	113.023	29.271	143.079
Share of results	0	28.123	-35.149	-7.026
Exchange rate adjustments	0	-368	-4.226	-4.594
Distributed dividend	0	-40.900	40.900	0
Equity 1 January 2023	785	99.878	30.796	131.459
Share of results	0	70.331	-62.022	8.309
Exchange rate adjustments	0	-8.398	-91	-8.489
Distributed dividend	0	-5.861	5.861	0
Other changes	0	4.811	-4.811	0
	785	**160.761**	**-30.267**	**131.279**

Notes

DKK thousand.

1. Subsequent events

From the statement of financial position date and until today, the acquisition of Wind1000 is completed per 26th of March 2024.

No further matters, which would influence the evaluation of the Annual Report has occurred.

2. Revenue

Segmental statement

	Installation	Service	Total
Activities – primary segment:	421.485	90.447	511.932

	Europe	Scandinavia	Rest of world	Total
Geographical – secondary segment:	234.344	235.881	41.707	511.932

3. Fees for auditor

Audit fees are not disclosed with reference to section 96(3) of the Danish Financial Statements Act, as audit fees are disclosed for the group as such in the consolidated financial statements for Force Bidco A/S.

DKK thousand.

		2023	2022
4.	**Staff costs**		
	Salaries and wages	66.219	60.125
	Pension costs	6.268	5.047
	Other costs for social security	910	653
		73.397	**65.825**
	Executive board	5.273	
	Board of directors	1.450	
	Executive board and board of directors	**6.723**	**3.475**
	Average number of employees	130	124

Executive Board and Board of Directors

In 2022 executive management only consisted of one member and the remuneration of the executive management and the board og directors is disclosed collectively with reference to §98b (3) of the Danish Financial Statements Act.

Staff costs for the Executive Board and the Board of Directors are initially realized in parent company Force Bidco A/S, but is afterwards transferred to FairWind A/S as Management Fee.

Incentive Programs

Incentive plans comprise a short-term incentive plan based on yearly performance. The bonus amount was in 2023 DKKm 0,3 and in 2022 DKKm 0,2.

		2023	2022
5.	**Other financial expenses**		
	Financial costs, group enterprises	3.615	7.961
	Other financial costs	33.337	27.920
		36.952	**35.881**
6.	**Tax on net profit or loss for the year**		
	Tax of the results for the year	1.874	2.589
	Adjustment for the year of deferred tax	7.898	-9.306
	Adjustment of tax for previous years	-1.964	0
		7.808	**-6.717**

DKK thousand.

		2023	2022
7.	**Proposed distribution of net profit**		
	Reserves for net revaluation according to the equity method	70.331	28.123
	Allocated from retained earnings	-62.022	-22.579
	Total allocations and transfers	**8.309**	**5.544**

		2023	2022
8.	**Other fixtures, fittings, tools and equipment**		
	Cost 1 January 2023	14.408	11.946
	Additions during the year	3.700	3.562
	Disposals during the year	-362	-1.100
	Cost 31 December 2023	**17.746**	**14.408**
	Depreciation and write-down 1 January 2023	-12.109	-10.935
	Depreciation for the year	-1.421	-1.754
	Depreciation, amortisation and writedown for the year, assets disposed of	362	580
	Depreciation and write-down 31 December 2023	**-13.168**	**-12.109**
	Carrying amount, 31 December 2023	**4.578**	**2.299**

DKK thousand.

		31/12 2023	31/12 2022
9.	**Investments in group enterprises**		
	Acquisition sum, opening balance 1 January 2023	36.978	36.978
	Additions during the year	80	0
	Cost 31 December 2023	**37.058**	**36.978**
	Revaluations, opening balance 1 January 2023	99.878	113.023
	Correction of previous revaluations	6.512	0
	Exchange rate adjustments	-8.398	-4.069
	Results for the year	70.302	33.496
	Reversal of prior revaluations	-1.672	-1.672
	Dividend	-5.861	-40.900
	Revaluations 31 December 2023	**160.761**	**99.878**
	Carrying amount, 31 December 2023	**197.819**	**136.856**

Group enterprises:

	Domicile	Equity interest
FairWind Offshore A/S	Denmark	100 %
FairWind Ukraine ApS	Denmark	100 %
VestWind A/S	Denmark	100 %
FairWind GmbH	Germany	100 %
FairWind Installation Ltd.	United Kingdom	100 %
FairWind Installation Ltd.	South Africa	100 %
FairWind Sp. Z.o.o	Poland	100 %
Wind Service Sweden AB	Sweden	100 %
Swedish Wind Service AB	Sweden	100 %
FairWind Rüzgar Enerji Hizmetteri Anonim Sikerti	Turkey	100 %
Geos Construction LLC	Ukraine	100 %
FairWind Ukraine LLC	Ukraine	100 %
FairWind Poland sp. Z.o.o	Poland	100 %
FairWind Inc.	United States	100 %
FairWind Canada Inc.	Canada	100 %
FairWind Findland Oy.	Findland	100 %
FairWind Holland B.V.	Holland	100 %
European Wind Academy sp. Z.o.o	Poland	100 %
FairWind RUS LLC	Russia	100 %
White Strit LLC	Kazakhstan	100 %
FairWind Installation SLU	Spain	100 %
FairWind Argentina S.A.U.	Argentina	100 %

DKK thousand.

		31/12 2023	31/12 2022
	FairWind AUS PRY Ltd.	Australia	100 %
	FairWind Logistics sp. Z.o.o	Poland	100 %
	FairWind Chile SPA	Chile	100 %
	Aggerholm Electrical Services ApS (liquidated)	Denmark	100 %
	FairWind Installation Morocco Sarl	Morocco	100 %

		31/12 2023	31/12 2022
10.	**Deposits, investments**		
	Cost 1 January 2023	262	229
	Additions during the year	0	60
	Disposals during the year	0	-27
	Cost 31 December 2023	**262**	**262**
	Carrying amount, 31 December 2023	**262**	**262**
11.	**Contract work in progress**		
	Sales value of the production of the period	366.978	589.337
	Progress billings	-325.040	-484.001
	Contract work in progress, net	**41.938**	**105.336**
	The following is recognised:		
	Work in progress for the account of others (current assets)	47.312	107.209
	Work in progress for the account of others (short-term liabilities)	-5.374	-1.873
		41.938	**105.336**
12.	**Deferred tax assets**		
	Deferred tax assets 1 January 2023	7.944	12.708
	Deferred tax of the results for the year	6.171	9.306
	Other deferred tax	-9.937	0
		4.178	**22.014**

DKK thousand.

		31/12 2023	31/12 2022
13.	**Prepayments**		
	Other prepayments	19.784	17.770
		19.784	**17.770**
14.	**Contributed capital**		
	Contributed capital 1 January 2023	785	785
		785	**785**

7.850 shares of DKK 100 nominal value each.

15.	**Payables to group enterprises**		
	Total payables to group enterprises	**46.478**	**76.758**
	Share of liabilities due after 5 years	0	0

16. Charges and security

Trade receivables and work in progress for third parties with a carrying amount of DKK 116.182 thousand have been provided as collateral for bank loans and overdrafts amounting to DKK 110.017 thousand at 31 December 2023.

17. Contingencies

Contingent liabilities

Operating lease obligations

The Company has entered into operating leasing agreements with a combined lease payment of DKK 3.863 thousand. The remaining term of the leases is 1 to 26 months.

The Company has provided the following guarantees for subsidiaries:
- Unlimited guarantee for FairWind Offshore A/S for bank loans from Jyske Bank
- Unlimited guarantee for FairWind Ukraine ApS for bank loans from Jyske Bank
- Work guarantees for subsidiaries work under frame agreements

Guarantee commitments:

The Company has issued work guarantees of DKK 25,908 thousand for services delivered.

DKK thousand.

17. Contingencies (continued)

Joint taxation

With Force Holdco A/S, company reg. no 42434051 as administration company, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

The company has withdrawn from the joint taxation with the former management company Apollo Group 1 A/S as of 28 September 2021 and is liable for any tax claims against the other jointly taxed companies until the time of withdrawal from the joint taxation.

18. Related parties

Controlling interest

Force Bidco A/S, Vejle, Denmark	Participating interest
Force Holdco A/S, Vejle, Denmark	Participating interest
Triton V LuxCo 43 SARL, Luxembourg	Participating interest

The immediate parent company is Force Bidco A/S, the ultimate parent company is TFF (TSM II) Limited.

Transactions

The company has the following related party transactions:

Consolidated financial statements

The company is included in the consolidated financial statements of:
Lowest level: Force Bidco A/S, CVR-nr. 42424757, Vejle, Denmark.
Highest level: Force Holdco A/S, CVR-nr. 42434051, Vejle, Denmark.

Accounting policies

The annual report for FairWind A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class C enterprises (large enterprises).

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

No consolidated financial statements have been prepared pursuant to section 112 (1) of the Danish Financial Statements Act. The financial statements of FairWind A/S and its group enterprises are included in the consolidated financial statements for Force Bidco A/S, Denmark, CVR nr. 42424757.

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 Force Bidco A/S.

Material errors in previous years

In connection with the preparation of the annual report for 2023, a material error has been identified in connection with the calculation of work in progress in the annual report for 2022. The error amounts to a total of DKK 12.570 thousand and has been corrected as a material error in previous years.

Net profit, balance sheet total and equity for 2023 are not affected by the error. Revenue and the net profit for 2022, contract work in progress, balance sheet total and equity as per 31.12.2022 is positively affected by DKK 12.570 thousand as a result of the adjustment of the error.

The comparative figures have been adjusted.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.

Group enterprises abroad, associates, and equity investments are considered to be independent entities. The income statements are translated at an average exchange rate for the month, and the balance sheet items are translated at the closing rates. Currency translation differences, arising from the translation of the equity of group enterprises abroad at the beginning of the year to the closing rate and from the translation of income statements from average prices to the closing rate, are recognised directly in equity in the fair value reserve in the Consolidated Financial Statement. This also applies to differences arising from translation of income statements from average exchange rate to closing rate.

Translation adjustment of balances with group enterprises abroad that are considered part of the total investment in group enterprises are recognised directly in equity in the fair value reserve. Likewise, foreign exchange gains and losses on loans and derived financial instruments for currency hedging independent group enterprises abroad are recognised directly in equity.

Income statement

Revenue

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

Income from construction contracts involving a high degree of customisation is recognised as revenue by reference to the stage of completion. Accordingly, revenue corresponds to the market value of the contract work performed during the year (percentage-of-completion method). This method is used where the total income and expenses and the degree of completion of the contract can be measured reliably.

Where income from a construction contract cannot be estimated reliably, contract revenue corresponding to the expenses incurred is recognised only in so far as it is probable that such expenses will be recoverable from the counterparty.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other operating income

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of intangible and tangible assets as well as operating loss and conflict compensation. Compensation is recognized when it is overwhelmingly probable that the company will receive the compensation.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of intangible and tangible assets, respectively.

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.

Results from investments in group enterprises

After full elimination of intercompany profit or loss less amortised consolidated goodwill, the investment in the individual entities are recognised in the income statement as a proportional share of the entities' post-tax profit or loss.

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 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

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
Other fixtures and fittings, tools and equipment	2-10 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Leases

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Company are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Company's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Investments

Investments in group enterprises

Investments in group enterprises are recognised and measured by applying the equity method. The equity method is used as a method of consolidation.

Investments in group enterprises are recognised in the statement of financial position at the proportionate share of the enterprise's equity value. This value is calculated in accordance with the parent's accounting policies with deductions or additions of unrealised intercompany gains and losses as well as with additions or deductions of the remaining value of positive or negative goodwill calculated in accordance with the acquisition method. Negative goodwill is recognised in the income statement at the time of acquisition of the equity investment. If the negative goodwill relates to contingent liabilities acquired, negative goodwill is not recognised until the contingent liabilities have been settled or lapsed.

Investments in group enterprises with a negative equity value are measured at DKK 0, and any accounts receivable from these enterprises are written down to the extent that the account receivable is uncollectible. To the extent that the parent has a legal or constructive obligation to cover an negative balance that exceeds the account receivable, the remaining amount is recognised under provisions.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises transferred to the reserve under equity for net revaluation according to the equity method. Dividends from group enterprises expected to be adopted before the approval of this annual report are not subject to a limitation of the revaluation reserve. The reserve is adjusted by other equity movements in group enterprises.

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

An impairment loss is recognised if there is objective evidence that a receivable is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

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 is used as discount rate.

Other receivables consists of VAT etc.

Contract work in progress

Service supplies and contract work in progress for third parties are measured at the market value of the work performed less progress billings. The market value is calculated based on the stage of completion at the balance sheet date and the total expected income from the relevant contract. The stage of completion is calculated based on an assessment of the stage of completion for each wind turbines relating to the relevant contract.

Where the outcome of contract work in progress cannot be estimated reliably, the market value is measured at the expenses incurred in so far as they are expected to be paid by the purchaser.

Where the total expenses relating to the work in progress are expected to exceed the total market value, the expected loss is recognised as a loss-making agreement under "Provisions" and is expensed in the income statement.

The value of work in progress less progress billings is classified as assets when the selling price exceeds progress billings and as liabilities when progress billings exceed the market value.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

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

Equity
Reserve for net revaluation according to the equity method
The reserve for net revaluation according to the equity method comprises net revaluation of equity investments in subsidiaries, associates and equity interests proportional to cost.

The reserve may be eliminated in the event of losses, realisation of equity investments, or changes in the accounting estimates.

Income tax and deferred tax
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.

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
Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

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

Segmental statement
The allocation of revenue to activities and geographical markets is disclosed where these activities and markets differ significantly in the organisation of sales of goods and services.