

EE Lithuania Emerald ApS

**Gyngemose Parkvej 50
2860 Søborg**

CVR no. 42 33 83 46

Annual report for 2022

(2nd Financial year)

Adopted at the annual general
meeting on 21 June 2023

Jan Paulsen
chairman

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Statement by management on the annual report

The executive board has today discussed and approved the annual report of EE Lithuania Emerald ApS for the financial year 1 January - 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 company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Søborg, 21 June 2023

Executive board

Knud Erik Andersen
Director

Jens-Peter Zink
Director

Independent auditor's report

To the shareholder of EE Lithuania Emerald ApS

Opinion

We have audited the financial statements of EE Lithuania Emerald ApS for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and 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 the 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.

Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Independent auditor's report

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 Statements Act. We did not identify any material misstatement of management's review.

Copenhagen, 21 June 2023

KPMG
Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Kenn Wolff Hansen
statsaut. revisor
MNE no. mne30154

Company details

The company

EE Lithuania Emerald ApS
Gyngemose Parkvej 50
2860 Søborg

CVR no.: 42 33 83 46

Reporting period: 1 January - 31 December 2022

Domicile: Gladsaxe

Executive board

Knud Erik Andersen, director
Jens-Peter Zink

Auditors

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø

Management's review

Business review

The purpose of the company is, directly or through investments in other companies associated with the energy industry, to develop, finance, operate and sell renewable energy.

Recognition and measurement uncertainties

When preparing the financial statements, management makes a number of accounting estimates and assumptions on which the recognition and measurement of the company's assets and liabilities are based. To the extent possible we use external or historical data to support our estimates, or other factors considered relevant.

We refer to the description in note 1 regarding uncertainty in relation to recognition and measurement.

Financial review

The company's income statement for the year ended 31 December 2022 shows a profit of EUR 10.928.900, and the balance sheet at 31 December 2022 shows equity of EUR 14.101.380.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Accounting policies

The annual report of EE Lithuania Emerald ApS for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B entities, as well as provisions applying to reporting class C entities.

The annual report for 2022 is presented in EUR

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Other external expenses

Other external expenses include expenses related to administration.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Accounting policies

Income from investments in subsidiaries, associates and participating interests

The proportionate share of the profit/loss for the year of subsidiaries is recognised in the company's income statement after full elimination of intra-group profits/losses.

The company sells projects in various stages of development that are organized as subsidiaries. Upon divestment of the projects, the company sells the shares in the subsidiary and gains / losses from these are recognized correspondingly in this accounting item.

Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation.

The company's parent company is the administration company for the joint taxation and as a result settles all payments of corporation tax with the tax authorities.

On payment of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use tax losses to reduce their own taxable profits.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus or less any remaining value of positive or negative goodwill stated according to the purchase method. Negative goodwill is recognised in the income statement on acquisition. Where the negative goodwill relates to contingent liabilities having been taken over, the negative goodwill is not recognised until the contingent liabilities have been settled or no longer exist.

Receivables

Receivables are measured at amortised cost.

Accounting policies

Cash and cash equivalents

Cash and cash equivalents comprise cash and deposits at banks.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Provisions

Provisions comprise expected expenses relating to warranty commitments, losses on work in progress, restructuring, etc. Provisions are recognised when, as a result of a past event, the company has a legal or constructive obligation and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

The company and all its Danish group entities are taxed on a joint basis. The current income tax charge is allocated between the jointly taxed entities relative to their taxable income. Tax losses are allocated based on the full absorption method. The jointly taxed entities are eligible for the Danish Tax Prepayment Scheme.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Accounting policies

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

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

Income statement 1 January - 31 December

	<u>Note</u>	<u>2022</u> EUR	<u>2021</u> EUR
Gross profit		-72.107	-225.706
Income from investments in subsidiaries	2,5	13.676.118	2.296.226
Financial income	3	2.793.597	1.929.443
Financial costs	4	<u>-6.235.517</u>	<u>-4.072.607</u>
Profit/loss before tax		10.162.091	-72.644
Tax on profit/loss for the year		<u>766.809</u>	<u>520.822</u>
Profit/loss for the year		<u>10.928.900</u>	<u>448.178</u>
Recommended appropriation of profit/loss			
Retained earnings		<u>10.928.900</u>	<u>448.178</u>
		<u>10.928.900</u>	<u>448.178</u>

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> EUR	<u>2021</u> EUR
Assets			
Investments in subsidiaries	5	0	0
Receivables from affiliated	6	<u>103.878.510</u>	<u>0</u>
Fixed asset investments		<u>103.878.510</u>	<u>0</u>
Total non-current assets		<u>103.878.510</u>	<u>0</u>
Trade receivables		39.010.223	22.328.223
Other receivables		35.846	0
Deferred tax asset		<u>822.942</u>	<u>520.822</u>
Receivables		<u>39.869.011</u>	<u>22.849.045</u>
Cash at bank and in hand	7	<u>24.716.458</u>	<u>35.274.108</u>
Total current assets		<u>64.585.469</u>	<u>58.123.153</u>
Total assets		<u>168.463.979</u>	<u>58.123.153</u>

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> EUR	<u>2021</u> EUR
Equity and liabilities			
Share capital		5.500	5.500
Reserve for current value adjustments of currency gains		18.802	0
Retained earnings		<u>14.077.078</u>	<u>448.178</u>
Equity		<u>14.101.380</u>	<u>453.678</u>
Other provisions	8	<u>894.111</u>	<u>1.000.000</u>
Total provisions		<u>894.111</u>	<u>1.000.000</u>
Mortgage loans		54.124.225	28.459.772
Payables to parent company		<u>68.828.269</u>	<u>28.208.206</u>
Total non-current liabilities	9	<u>122.952.494</u>	<u>56.667.978</u>
Trade payables		474.440	1.497
Payables to affiliates		<u>30.041.554</u>	<u>0</u>
Total current liabilities		<u>30.515.994</u>	<u>1.497</u>
Total liabilities		<u>153.468.488</u>	<u>56.669.475</u>
Total equity and liabilities		<u>168.463.979</u>	<u>58.123.153</u>
Uncertainty in the recognition and measurement	10		
Contingent liabilities	11		
Related parties and ownership structure	12		

Statement of changes in equity

	Share capital	Reserve for current value adjustments of currency gains	Retained earnings	Total
Equity at 1 January 2022	5.500	0	448.178	453.678
Fair value adjustment of hedging instruments	0	18.802	0	18.802
Net profit/loss for the year	0	0	10.928.900	10.928.900
Contribution from shareholder	0	0	2.700.000	2.700.000
Equity at 31 December 2022	5.500	18.802	14.077.078	14.101.380

Notes

	2022 EUR	2021 EUR
1 Staff costs		
Average number of employees	0	0
The company has entered into an administration agreement with European Energy A/S. This includes a smaller share of management remuneration, as the company's management does not receive salary or other remuneration.		
2 Income from investments in subsidiaries		
Share of profits of subsidiaries	-3.005.882	-102.047
Gain on disposal of subsidiaries	16.682.000	2.398.273
	<u>13.676.118</u>	<u>2.296.226</u>
3 Financial income		
Interest received from subsidiaries	2.793.442	1.929.440
Other financial income	11	0
Exchange gains	144	3
	<u>2.793.597</u>	<u>1.929.443</u>
4 Financial costs		
Financial expenses, group entities	3.517.278	3.366.116
Other financial costs	2.718.101	706.491
Exchange adjustments costs	138	0
	<u>6.235.517</u>	<u>4.072.607</u>

Notes

	2022 EUR	2021 EUR
5 Investments in subsidiaries		
Cost at 1 January 2022	0	0
Additions for the year	271.740	52.000.000
Disposals for the year	0	-52.000.000
Cost at 31 December 2022	271.740	0
Revaluations at 1 January 2022	0	0
Disposals for the year	0	102.047
Net profit/loss for the year	-3.005.882	-102.047
Equity investments with negative net asset value set-off against receivables	2.734.142	0
Revaluations at 31 December 2022	-271.740	0
Carrying amount at 31 December 2022	0	0

Investments in subsidiaries are specified as follows:

Name	Registered office	Ownership interest
EE Telsiai Holding UAB	Lithuania	100%

Notes

6 Fixed asset investments

	<u>Receivables from affiliated</u>
Cost at 1 January 2022	0
Additions for the year	<u>106.612.652</u>
Cost at 31 December 2022	<u>106.612.652</u>
Revaluations for the year	<u>-2.734.142</u>
Revaluations at 31 December 2022	<u>-2.734.142</u>
Carrying amount at 31 December 2022	<u><u>103.878.510</u></u>

	<u>2022</u>	<u>2021</u>
	EUR	EUR
7 Cash at bank and in hand		
Free cash	4.233	5.308
Restricted cash	<u>24.712.225</u>	<u>35.268.800</u>
	<u><u>24.716.458</u></u>	<u><u>35.274.108</u></u>

8 Other provisions

Balance at beginning of year at 1 January 2022	1.000.000	0
Provision in year	0	1.000.000
Applied in the year	<u>-105.889</u>	<u>0</u>
Balance at 31 December 2022	<u><u>894.111</u></u>	<u><u>1.000.000</u></u>

The provision relates to estimated future costs arising from the sale of shares in subsidiaries in 2021.

Notes

9 Long term debt

	Debt at 1 January 2022	Debt at 31 December 2022	Instalment next year	Debt outstanding after 5 years
Mortgage loans	28.459.772	54.124.225	0	49.469.580
Payables to parent company	28.208.206	68.828.269	0	0
	<u>56.667.978</u>	<u>122.952.494</u>	<u>0</u>	<u>49.469.580</u>

10 Uncertainty in the recognition and measurement

The transaction price from sale of shares in subsidiaries recognized in 2021 comprised both a fixed and a variable element. The variable element has been re-evaluated in 2022 which have affected the income statement positively by EUR 16.7Million. The positive adjustment is mainly caused by a significant increases in electricity prices, which is partly off-set by increases in costs. The variable element in the underlying Lithuanian projects is expected to be finally settled during 2023 as the projects are expected to be completed. Depending on the outcome, development in electricity prices etc., further significant adjustments in 2023 may occur.

11 Contingent liabilities

The company is part of joint taxation with the ultimate parent company KEA Holding I ApS (management company in the joint taxation circle) as well as with other Danish affiliated companies. The company is unlimitedly and jointly and severally liable for Danish corporation taxes, etc. within the joint taxation circle.

Notes

12 Related parties and ownership structure

Ownership structure

According to the company's register of shareholders, the following shareholder holds at least 5% of the votes or at least 5% of the share capital:

European Energy A/S, Gyngemose Parkvej 50, 2860 Søborg, Denmark

Consolidated financial statements

The company is reflected in the group report as the parent company European Energy A/S

The consolidated report for European Energy A/S can be requested on the following website:
www.europeanenergy.com