Cibus PropCo 1 ApS

C/O Fokus Asset Management A/S, Østbanegade 123, DK-2100 Copenhagen Ø

Company reg. no. 43 35 10 87

Annual report

1 January - 31 December 2024

Penneo dokumentnøgle: 4OSVY-NA6CT-5S3GL-KZ83X-02NK3-9HSPZ

The annual report was submitted and approved by the general meeting on the 24 March 2025.

Sten Christian Henrik Fredrixon
Chairman of the meeting

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Notes to users of the English version of this document:

- Please note that decimal points remain unchanged from Danish version of the document. This means that DKK 146.940 corresponds to the English amount of DKK 146,940, and that 23,5 % corresponds to 23.5 %.

Management's statement

Today, the Managing Director has approved the annual report of Cibus PropCo 1 ApS for the financial year 1 January - 31 December 2024.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

I consider the chosen accounting policy to be appropriate, and in my opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2024 and of the results of the Company's operations for the financial year 1 January – 31 December 2024.

I recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 24 March 2025

Managing Director

Sten Christian Henrik Fredrixon

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Independent auditor's report

To the Shareholders of Cibus PropCo 1 ApS

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2024, and of the results of the Company's operations for the financial year 1 January - 31 December 2024 in accordance with the Danish Financial Statements Act.

We have audited the financial statements of Cibus PropCo 1 ApS for the financial year 1 January - 31 December 2024, which compriseincome statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the financial Statements").

Basis for conclusion

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.

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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.

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Independent auditor's report

Hellerup, 24 March 2025

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Company reg. no. 33 77 12 31

Bo Schou-Jacobsen
State Authorised Public Accountant
mne28703

Qasam Hussain
State Authorised Public Accountant
mne44159

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Company information

The company	Cibus PropCo 1 ApS C/O Fokus Asset Management A/S Østbanegade 123 DK-2100 Copenhagen Ø	
	Company reg. no.	43 35 10 87
	Established:	20 June 2022
	Financial year:	1 January - 31 December
Managing Director	Sten Christian Henrik Fredrixon	
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup	

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Accounting policies

The annual report for Cibus PropCo 1 ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C 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 Cibus PropCo 1 ApS and its group enterprises are included in the consolidated financial statements for Cibus Nordic Real Estate AB, Stockholm, Sverige, reg. no. 559135-0599.

Recognition and measurement in general

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

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

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

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Foreign currency translation
Danske kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Income statement

Gross profit
With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

The revenue is recognised when the control of the identifiable individual performance obligations has been performed in respect of the customer whereby the customer gains control of the asset or the service. Sales remunerations are allocated proportionally to the individual performance obligations in the agreement.

Revenue is measured at fair value of agreed remunerations, less VAT and expenses. All forms of discount are recognised in revenue.

Other external expenses comprise expenses incurred for administration and related.

Operating expenses comprise operating expenses, repair and maintenance expenses, taxes, charges, and other expenses.

Value adjustment of investment property
Value adjustment of investment property comprises value adjustments of properties at fair value.

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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, 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.

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

Investment property

At the initial recognition, investment properties are measured at cost, comprising the cost price of the property and any directly related costs.

Investment properties are subsequently measured at fair value, corresponding to the amount for which the individual property is estimated to be able to sell for on the balance sheet date to an independent buyer. The fair value is calculated using the discounted cash flow (DCF) model as the calculated net present value of expected cash flows from the individual properties.

The determination of the expected cash flows is based on the budgeted cash flows for the individual property for the following 10 years, including rental and price increases, as well as a calculated terminal value that expresses the value of normalized cash flows the property is expected to generate beyond the budget period. The calculated cash flows are discounted to present value using a discount factor which is assessed to reflect the market's current required return for similar properties. Compared to the latest financial year, the methods of measurement used have not been changed.

Investments in group enterprises

Investments in group enterprises are recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

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Accounting policies

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Equity

Share premium

Share premium comprises premium payments made in connection with the issue of shares. Costs incurred for carrying through an issue are deducted from the premium.

The premium reserve can be used for dividend, for issuing bonus shares, and for covering losses.

Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

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.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as ”Income tax receivables" or "Income tax payable".

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value. However, deferred tax is not recognised on temporary differences relating to goodwill, which is not deductible for tax purposes, on office premises and other item where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

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.

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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.

Financial instruments used to hedge interest rate risk, measured at fair value. Change in fair value recognised in the income statement under "Financial income and expenses".

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

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Income statement 1 January - 31 December

All amounts in DKK.

Note		2024	2023
	Gross profit	**3.884.195**	**2.614.662**
	Value adjustment of investment property	-1.090.000	-682.171
3	Staff costs	-10.304	0
	Operating profit	**2.783.891**	**1.932.491**
	Other financial income	105.001	0
4	Other financial expenses	-2.773.095	-1.782.177
	Pre-tax net profit or loss	**115.797**	**150.314**
5	Tax on net profit or loss for the year	-263.432	-258.055
	Net profit or loss for the year	**-147.635**	**-107.741**
	Proposed distribution of net profit:		
	Allocated from retained earnings	-147.635	-107.741
	Total allocations and transfers	**-147.635**	**-107.741**

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Balance sheet at 31 December

All amounts in DKK.

Assets

Note		2024	2023
	Non-current assets		
6	Investment properties	52.600.000	53.000.000
	Total property, plant, and equipment	52.600.000	53.000.000
7	Investments in group enterprises	627.747.606	0
	Total investments	627.747.606	0
	Total non-current assets	**680.347.606**	**53.000.000**
	Current assets		
	Tax receivables from group enterprises	3.967.355	0
	Prepayments	0	3.838
	Total receivables	3.967.355	3.838
	Cash and cash equivalents	19.251.245	1.988.173
	Total current assets	**23.218.600**	**1.992.011**
	Total assets	**703.566.206**	**54.992.011**

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Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities

Note		2024	2023
	Equity		
	Contributed capital	40.000	40.000
	Retained earnings	214.195.440	343.075
	Total equity	**214.235.440**	**383.075**
	Provisions		
	Provisions for deferred tax	4.604.478	611.648
	Total provisions	**4.604.478**	**611.648**
	Liabilities other than provisions		
	Mortgage loans	0	23.154.123
	Deposits	713.555	709.152
	Payables to group companies	141.307.149	29.617.558
8	Total long term liabilities other than provisions	142.020.704	53.480.833
8	Current portion of long term liabilities	22.908.821	0
9	Bank loans	309.250.000	0
	Trade payables	8.468	5.313
	Income tax payable to group companies	0	11.517
	Other payables	10.538.295	499.625
	Total short term liabilities other than provisions	342.705.584	516.455
	Total liabilities other than provisions	**484.726.288**	**53.997.288**
	Total equity and liabilities	**703.566.206**	**54.992.011**

1 The significant activities of the enterprise
2 Subsequent events
10 Charges and security
11 Contingencies
12 Related parties

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Statement of changes in equity

All amounts in DKK.

	Contributed capital	Retained earnings	Total
Equity 1 January 2023	40.000	450.816	490.816
Retained earnings for the year	0	-107.741	-107.741
Equity 1 January 2024	40.000	343.075	383.075
Retained earnings for the year	0	-147.635	-147.635
Group subsidy	0	214.000.000	214.000.000
	40.000	**214.195.440**	**214.235.440**

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Notes

All amounts in DKK.

1. The significant activities of the enterprise

The Company's objective is to operate through trade, industry and other related activities, including investing in property.

Capital Resources

The company has entered into a Facility Agreement with Cibus Nordic Real Estate AB that guarantees to give the necessary commercial and financial support to Cibus PropCo 1 Aps so that Cibus PropCo 1 Aps has sufficient liquidity to meet all current and future obligations for a period of minimum a year from approval of the Financial Statement for 2024 for Cibus PropCo 1 Aps at the general assembly

2. Subsequent events

In February 2025, the subsidiary acquired the 9 properties cf. note 11 contingent liabilities and commitments.

In January 2025, the bridge financing was replaced by a new long term mortgage loan cf. note 9 bank loans.

Other than above, no other events occurred that would materially affect the Company's financial position.

	2024	2023
3. Staff costs		
Salaries and wages	10.304	0
	10.304	**0**
Average number of employees	0	0
4. Other financial expenses		
Mortgage interest	1.685.660	601.399
Interest, group enterprises	1.018.160	1.138.881
Bank Charges	5.327	4.594
Cost amortisation	63.948	37.303
	2.773.095	**1.782.177**

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All amounts in DKK.

		2024	2023
5.	**Tax on net profit or loss for the year**		
	Tax on net profit or loss for the year	-3.967.355	11.517
	Adjustment of deferred tax for the year	3.992.830	246.538
	Adjustment of tax for previous years	237.957	0
		263.432	**258.055**

		31/12 2024	31/12 2023
6.	**Investment properties**		
	Cost 1 January 2024	53.461.711	38.779.540
	Additions during the year	690.000	14.682.171
	Cost 31 December 2024	**54.151.711**	**53.461.711**
	Fair value adjustment 1 January 2024	-461.711	220.460
	Adjustments to fair value for the year	-1.090.000	-682.171
	Fair value adjustment 31 December 2024	**-1.551.711**	**-461.711**
	Carrying amount, 31 December 2024	**52.600.000**	**53.000.000**

The fair value of investment properties per 31 December 2024 has been assessed by an independent assessment adviser. The fair value of investment properties is calculated based on the following assumptions.

The fair value is calculated by using generally accepted valuation methods (DCF) based on expectations of future cash flows, return requirements etc. The fair value adjustment for the year is recognised in the Income Statement. When determining the required rate of return, parameters such as type of property, location, age, state of maintenance, duration of rental agreements, and tenant credit quality, etc., are considered. Compared to the previous financial year, the methods of measurement remain unchanged.

Assumptions underlying the calculation of the fair value of investment properties:

	31/12 2024	31/12 2023
DCF period	10 years	10 years
Capitalisation rate	6,5-8,8%	6,5-8,8%
Inflations rate	2,00%	2,00%

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All amounts in DKK.

6. Investment properties (continued)

The estimates used are based on information and assumptions that are considered reasonable by management, but which are inherently uncertain and unpredictable. Actual events or conditions are likely to differ from the assumptions used in the calculations so often assumed events do not occur as expected. Such difference may be material.

Sensitivity analysis when calculating the fair value of investment properties

In the fair value assessment per 31 December 2024, an individually determined capitalization rate in the range of 6,50%-8,80% has been applied. Changes in estimates of the return requirement for the investment property will affect the recognized value of the investment property in the balance sheet as well as the value adjustment in the income statement.

The following overview illustrates how the measurement of the property portfolio is impacted when the discount rates change in an upward and downward direction, respectively.

Return %	Value of Property Portfolio	Book Value	Adjustment
-0,25%	54.500.000	52.600.000	1.900.000
0,25%	50.900.000	52.600.000	-1.700.000

	31/12 2024	31/12 2023
7. Investments in group enterprises		
Cost 1 January 2024	0	0
Additions during the year	627.747.606	0
Cost 31 December 2024	**627.747.606**	**0**
Carrying amount, 31 December 2024	**627.747.606**	**0**

Financial highlights for the enterprises according to the latest approved annual reports

	Equity interest	Equity	Results for the year
Mercury 1 K/S,	100 %	618.566.592	0
Mercury Komplementar 1 ApS,	100 %	40.000	0
		618.606.592	**0**

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All amounts in DKK.

8. Long term labilities other than provisions

	Total payables 31 Dec 2024	Current portion of long term payables	Long term payables 31 Dec 2024	Outstanding payables after 5 years
Mortgage loans	22.908.821	22.908.821	0	0
Deposits	713.555	0	713.555	251.776
Payables to group companies	141.307.149	0	141.307.149	141.307.149
	164.929.525	**22.908.821**	**142.020.704**	**141.558.925**

9. Bank loans

The bank loan is a bridge financing in connection with the purchase of 22 properties. The bridge financing is replaced by new long term mortgage loans in January 2025.

10. Charges and security

As collateral for mortgage loans, t.DKK 22.909 security has been granted on land and buildings representing a carrying amount of t.DKK 52.600 at 31 December 2024.

As of year-end 2024, shareholdings in subsidiaries with a carrying amount of tDKK 618,500 have been pledged as collateral for bank loans, t.DKK 309.250.

Interest payable is normally settled quarterly throughout the financial year. Mortgage loans agreements have covenants and the Company is not in breach of any covenants as of 31 December 2024.

11. Contingencies

Contingent liabilities

Cibus PropCo 1 Aps has an obligation to acquire 9 investment properties with expected closing in February 2025. The preliminary purchase price for the properties amounts to t.DKK 261,000.

Joint taxation

With Cibus Suilla ApS, company reg. no 43104381 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.

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All amounts in DKK.

11. Contingencies (continued)

Joint taxation (continued)

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

Any subsequent adjustments of corporate taxes or withholding tax, etc., may result in changes in the company's liabilities.

12. Related parties

Controlling interest

Cibus Abies ApS, Østbanegade 123, DK-2100 Copenhagen Ø Danmark	Majority shareholder

Consolidated financial statements

The Company is included in the consolidated financial statements for Cibus Nordic Real Estate AB, Kungsgatan 56, SE-111 22 Stockholm, Sweden. The consolidated financial statements may be obtained from the parent Cibus Nordic Real Estate AB on their homepage: https://www.cibusnordic.com/

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