

## Basefarm UK Holdings Limited

Directors' report and  
Unaudited financial statements

For the year ended 31 December 2022

*Registered number: 11120347*

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# Basefarm UK Holdings Limited

## Directors' report and financial statements

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## Basefarm UK Holdings Limited

### Directors and other information

*31 December 2022*

**Directors**

R.J. Nicewicz Jr.  
B.D. St. Jean

**Registered office**

11<sup>th</sup> Floor, 200 Aldersgate Street  
London EC1A 4HD  
United Kingdom

**Registered number**

11120347

# Basefarm UK Holdings Limited

## Strategic Report

31 December 2022

The Directors present their strategic report for the year ended 31 December 2022

### **Principal activities, business review, principal risks and uncertainties, and future developments**

The principal activity of the Company is to act as an investment holding Company. The Directors are satisfied with the performance of the Company during the year.

### **The Company's key financial and other performance indicators during the year were as follows:**

The results for the year are set out on page 5 of the financial statements. The net increase in equity from operations for the year amounted to NOK 158,131.

Shareholder's equity at 31 December 2022 amounted to NOK 1. Both the level of business and the year end financial position were in line with expectations.

### **Principal risks and uncertainties**

The Company does not carry on an active trade so the range of risks that it is directly exposed to is very limited. However, it is indirectly exposed to the risks and uncertainties facing other group companies which are summarised below:

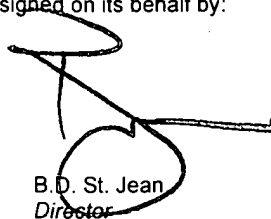
- the pace with which new telecommunications emerge;
- the nature and pace of technological change within the telecommunications industry
- the extent to which consolidation within the telecommunications industry will continue;
- the extent to which telecommunications will continue to converge;
- the increasing need for telecommunications providers to reduce costs and retain high value customers in a highly competitive environment; and
- general global economic conditions, particularly market conditions in the telecommunications industry as referred to in the Directors' Report.

To the fullest possible extent we believe the Company has taken sufficient measures to mitigate these risks and uncertainties and turn these into opportunities for future growth.

Approved by the Board on 09-JUN-2023 and signed on its behalf by:



R.J. Nicewicz Jr.  
Director



B.D. St. Jean  
Director

# Basefarm UK Holdings Limited

## Directors' Report

31 December 2022

The directors present their report together with the financial statements of Basefarm UK Holdings Limited (the "Company") for the year ended 31 December 2022.

### Dividends

No dividends were paid during the year.

### Directors and their interests

In accordance with the Company's Articles of Association, the Directors are not required to retire by rotation. The Directors who held office at 31 December 2022 had no direct interests in the shares of the Company.

### Disclosure of information to auditor

The Directors who held office at the date of approval of the Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and each director has taken all the steps that they ought to have taken as Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. This confirmation is given and should be interpreted in accordance with Section 418(2) of the Companies Act 2006.

### Significant events

On 24 February 2022, Ukraine was invaded by Russian forces. As a consequence, many Governments globally imposed sanctions. The Company has no direct exposure to the impacted countries, entities and individuals on the current sanctions list. The scope of the sanctions continues to be updated. The potential wide ranging economic impacts of the conflict remains unpredictable.

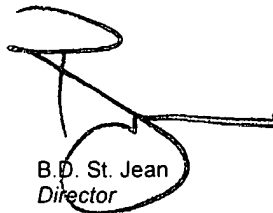
### Accounting records

The Directors believe that they have complied with the requirements of Section 386 of the Companies Act 2006 with regard to maintaining adequate accounting records by employing personnel with appropriate expertise by providing adequate resources to the finance function. The accounting records of the Company are maintained at the registered office.

On behalf of the board:



R.J. Nicewicz Jr.  
Director



B.D. St. Jean  
Director

## Basefarm UK Holdings Limited

### Statement of Directors' Responsibilities

31 December 2022

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with FRS 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities, and financial position of the Company and of its profit or loss for that year. In preparing these financial statements, the directors are required to:


- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position, and profit or loss of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities. The directors are also responsible for preparing a directors' report that complies with the requirements of the Companies Act 2006.

On behalf of the board:



R.J. Nicewicz Jr.  
Director



B.D. St. Jean  
Director

## Basefarm UK Holdings Limited

### Profit and loss account and other comprehensive income

UNAUDITED

For the year ended 31 December 2022

	2022 NOK	2021 NOK
Professional fees	319,167	155,807
Other expenses	1,064	69,893
	<u>320,231</u>	<u>225,700</u>
<b>Net result on ordinary activities</b>	(320,231)	(225,700)
Unrealised (loss)/gain on foreign exchange	(138,613)	93,965
Realised gain on foreign exchange	616,975	–
<b>Net income/(loss)</b>	<u>158,131</u>	<u>(131,735)</u>

All recognised gains and losses have been reflected in the profit and loss account. There were no items of other comprehensive income in the current or prior year. All results for the year derive from continuing operations.

The accompanying notes form an integral part of these financial statements.

# Basefarm UK Holdings Limited

## Balance sheet

UNAUDITED

31 December 2022

	Note	2022 NOK	2021 NOK
<b>Current assets</b>			
Debtors		1	1
Cash and cash equivalents	3	—	2,239,748
<b>Total current assets</b>		1	2,239,749
<b>Total assets</b>		1	2,239,749
<b>Current liabilities</b>			
Due to related party	2	—	430,586
Accrued expenses		—	39,870
<b>Total liabilities</b>		—	470,456
<b>Net assets</b>		1	1,769,293
<b>Capital and reserves</b>			
Share capital	4	1	1,062,500
Distributable reserves		—	706,793
<b>Shareholders' funds</b>		1	1,769,293

The accompanying notes form an integral part of these financial statements.

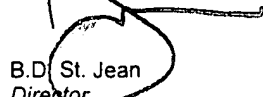
For the year ended 31 December 2022 and 2021, the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

  
R.J. Nicewicz Jr.  
Director

  
B.D. St. Jean  
Director

## Basefarm UK Holdings Limited

### Statement of changes in equity

UNAUDITED

For the year ended 31 December 2022

	Share capital	Distributable reserves	Total shareholders' equity
	NOK	NOK	NOK
<b>Balance at 31 December 2020</b>	<b>1,062,500</b>	<b>838,528</b>	<b>1,901,028</b>
Net loss	–	(131,735)	(131,735)
<b>Balance at 31 December 2021</b>	<b>1,062,500</b>	<b>706,793</b>	<b>1,769,293</b>
Share capital redemption	(1,062,499)	1,062,499	–
Distribution to shareholders	–	(1,927,423)	(1,927,423)
Net income	–	158,131	158,131
<b>Balance at 31 December 2022</b>	<b>1</b>	<b>–</b>	<b>1</b>

The accompanying notes form an integral part of these financial statements.

## Basefarm UK Holdings Limited

### Statement of cash flows

UNAUDITED

For the year ended 31 December 2022

	Note	2022	2021
		NOK	NOK
<b>OPERATING ACTIVITIES</b>			
Net income/(loss)		158,131	(131,735)
<b>Changes in operating assets and liabilities</b>			
(Decrease)/increase in due to related party		(430,586)	424,892
Decrease in accrued expenses		(39,870)	(200,130)
<b>Net cash (used in)/provided by operating activities</b>		<b>(312,325)</b>	<b>93,027</b>
<b>Cash flows from financing activities</b>			
Liquidating distribution		(1,927,423)	–
<b>Net cash flows generated from financing activities</b>		<b>(1,927,423)</b>	<b>–</b>
<b>NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS</b>		<b>(2,239,748)</b>	<b>93,027</b>
CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR		2,239,748	2,146,721
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	3	–	2,239,748

The accompanying notes form an integral part of these financial statements.

# Basefarm UK Holdings Limited

## Notes to financial statements

*UNAUDITED*

*For the year ended 31 December 2022*

### **1 General information**

Basefarm UK Holdings Limited (the "Company") is a Company limited by shares and incorporated and domiciled in the United Kingdom. The Company was incorporated on 20 December 2017 and commenced operations on 21 December 2017. The registered office of the Company is 11th Floor, 200 Aldersgate Street, London, EC1A 4HD United Kingdom.

The principle purpose of the Company is that of a holding company. The Company acts as a platform for a group of investors to hold investments in Modicum AS and Basefarm Holding AS, which are both telecommunications companies that operate in Europe.

### **2 Summary of significant accounting policies**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

#### **2.1 Basis of presentation**

These unaudited financial statements are prepared in accordance with Financial Reporting Standard 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102").

The presentation currency of these financial statements is Norwegian Krone ("NOK"). The financial statements are prepared on the historical cost basis.

No judgements made by the directors, in the application of these accounting policies have significant effect on the financial statements or estimates with a significant risk of material adjustment in the next year. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements have not been prepared on a going concern basis. The company moved up the cash balance to the Parent entity, Beluga Aggregator LLC and settled all the liabilities as the Directors of the Company have decided to formally liquidate the Company in the near term.

#### **2.2 Use of estimates**

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in equity resulting from operations during the reporting period. Actual results could differ from these estimates.

# Basefarm UK Holdings Limited

## Notes to financial statements (continued)

UNAUDITED

For the year ended 31 December 2022

### 2 Summary of significant accounting policies (continued)

#### 2.3 New accounting developments

There are no new accounting developments which are expected to have a significant impact on the Company's financial condition or results of operations.

#### 2.4 Foreign currency translation

##### (i) Functional currency

Functional currency is the currency of the primary economic environment in which the Company operates. The Company's investments are valued in NOK. Share capital is issued and redeemed in NOK. Accordingly, management has determined that the functional currency of the Company is NOK.

##### (ii) Transactions and balances

Transactions in foreign currencies are translated into NOK at the exchange rate at the dates of the transactions. Foreign currency assets and liabilities are translated into NOK using the exchange rate prevailing at the balance sheet date.

Foreign exchange gains and losses arising from translation are included in the profit and loss account and other comprehensive income. Foreign exchange gains and losses relating to cash and cash equivalents are presented in the profit and loss account and other comprehensive income within unrealised (loss)/gain on foreign exchange.

#### 2.5 Share capital

##### *Classification of financial instruments issued by the Company*

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (i) they include no contractual obligation upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (ii) where the instrument will or may be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability.

# Basefarm UK Holdings Limited

## Notes to financial statements (continued)

*UNAUDITED*

*For the year ended 31 December 2022*

### **6 Subsequent events**

The directors intend to formally liquidate the Company in the near term.

### **7 Approval of financial statements**

The directors approved the financial statements on 09-JUN-2023.

# Basefarm UK Holdings Limited

## Notes to financial statements (continued)

UNAUDITED

For the year ended 31 December 2022

### 2 Summary of significant accounting policies (continued)

#### 2.6 Financial assets and liabilities

##### *Investments in ordinary shares*

Investments in ordinary shares comprise investments in subsidiaries and are measured initially at transaction price less attributable transaction costs. Subsequent to initial recognition, other investments are measured at cost less impairment in profit or loss.

#### 2.7 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

#### 2.8 Other income and expenses

Other income and expenses are accounted for on an accrual basis. Dividend income is recognised in the profit and loss account and other comprehensive income on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

#### 2.9 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

# Basefarm UK Holdings Limited

## Notes to financial statements (continued)

UNAUDITED

For the year ended 31 December 2022

### 2 Summary of significant accounting policies (continued)

#### 2.9 Taxation (continued)

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### 2.10 Going concern

The financial statements have not been prepared on a going concern basis. The company moved up the cash balance to the Parent entity, Beluga Aggregator LLC and settled all the liabilities as the Directors of the Company have decided to formally liquidate the Company in the near term.

#### 2.11 Related party transactions

A party is considered to be related to the Company if:

- (i) the party is a person or a close member of that person's family and that person is a member of the key management personnel of the Company or of a parent of the Company; or
- (ii) the party is an entity where any of the following conditions applies:
  - the entity and the Company are members of the same group;
  - one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

As at 31 December 2022, the Company had a due to related party amount of NOK Nil (2021: NOK 430,586).

## Basefarm UK Holdings Limited

### Notes to financial statements (continued)

UNAUDITED

For the year ended 31 December 2022

#### 3 Cash and cash equivalents

	2022 NOK	2021 NOK
Cash at bank	–	2,239,748

#### 4 Share capital

	2022 NOK	2021 NOK
<b>Authorised</b>		
Ordinary share capital	1	1,062,500

Ordinary shares have a par value of NOK 1.

For the year ended 31 December 2022 and 2021, the number of shares outstanding which were issued and redeemed were as follows:

	Number of shares, beginning of year	Issued	Redeemed	Number of shares, end of year
<b>31 December 2022</b>				
Ordinary share capital	1,062,500	–	(1,062,499)	1
<b>31 December 2021</b>				
Ordinary share capital	1,062,500	–	–	1,062,500

#### 5 Significant events

On 24 February 2022, Ukraine was invaded by Russian forces. As a consequence, many Governments globally imposed sanctions. The Company has no direct exposure to the impacted countries, entities and individuals on the current sanctions list. The scope of the sanctions continues to be updated. The potential wide ranging economic impacts of the conflict remains unpredictable.