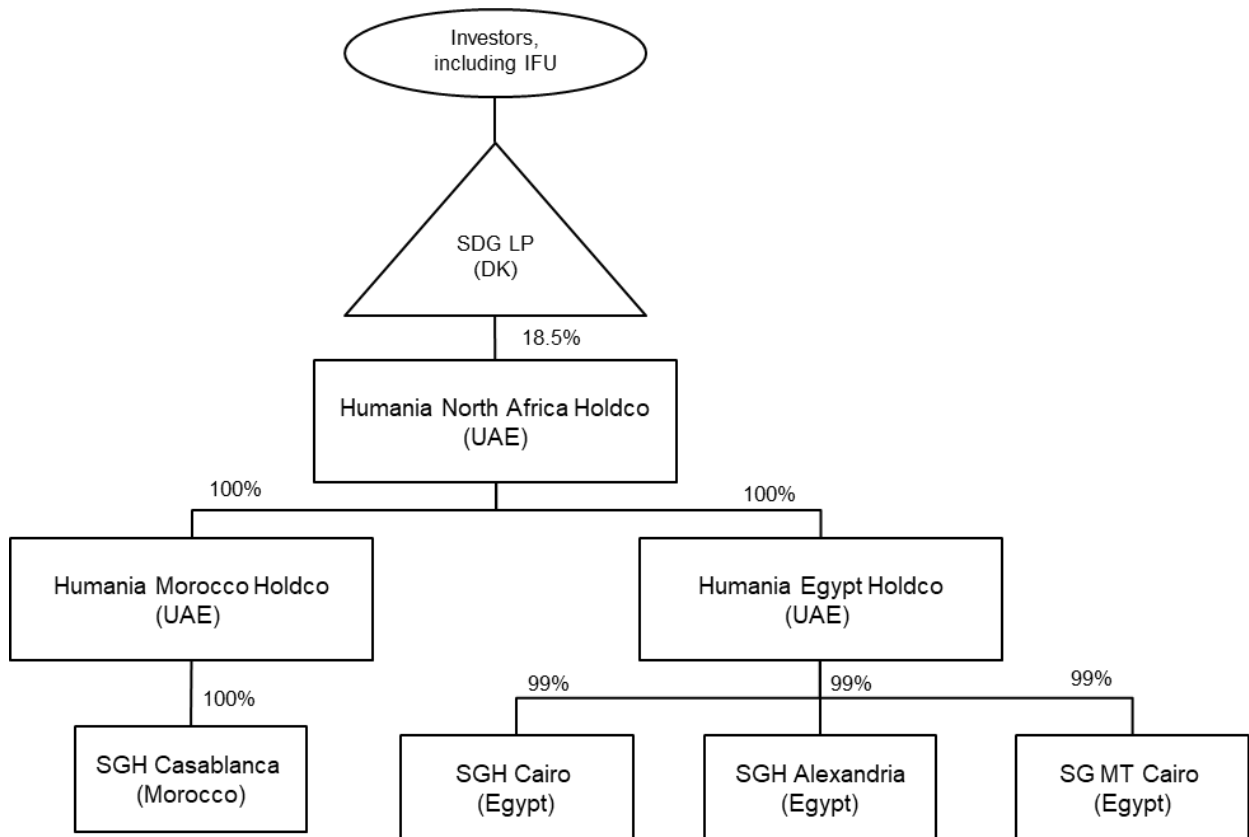


Tax policy compliance statement for Humania North Africa Holding Companies

1. The contemplated investment structures



Danish SDG I Fund K/S (SDG) will be providing finance for a North African hospital and clinic platform through investing with equity in a United Arab Emirates (UAE) Holding company structure holding almost the entire share capital in hospital and clinic owning companies in Egypt and Morocco. The local Egypt and Morocco companies are informed to be taxable and tax paying entities.

2. Compliance with IFU's tax policy

The investment structure has been subject to due diligence and based on the facts and circumstances made available, TaxRoom is of the opinion that the investment structure complies with

IFU's tax policy for the following main reasons:

- The local operative North African companies are tax paying entities.
- The fact that the UAE Holding Companies are effectively exempted from income tax does not conflict with IFU's tax policy as IFU recognize the right of Governments to design their own tax policies. Furthermore, it is a recognized standard that holding companies holding a significant part of the share capital in another company should not pay tax on dividends or capital gains on such shareholding, normally referred to as participation exemption regimes.
- The UAE holding companies are established in the same jurisdiction as the main partner in this project already having significant business operations and substance in UAE.
- The holding structure also serves to aggregate several investors from different jurisdictions and creating a holding structure for a multi North African hospital platform.
- Net interest expenses deducted locally in African countries are based on the financial model not in conflict with OECD interest restriction rules (30% EBITDA above EUR 3 million).
- No inter group management fee or royalty payments transactions are taking place within the Humania Group.
- The UAE Holding Companies are duly formed companies with genuine substance, and they are viewed to be tax treaty eligible companies meeting the OECD Principal Purpose Test and able to claim tax treaty benefits according to the UAE tax treaty network.
- UAE is not listed on EU's blacklist for non-cooperative jurisdictions in tax matters and is on OECD's November 2019 list classified to be largely compliant.

3. Disclosure, cf. EU Directive 2018/822/EU

The contemplated equity investment may be subject to disclosure because UAE does not collect corporate income tax. The potential duty to disclose the transaction should be monitored and revisited when the EU disclosure directive have been implemented into Danish law during 2020¹.

TaxRoom P/S, 2 April 2020



Claus Kirkeby Olsen

¹ The fact that UAE does not collect corporate income tax is not on its own sufficient for triggering a disclosure requirement and in the case at hand the UAE holding companies are not used for aggressive tax planning.