

Modern Dansk Digitalt Lab ApS

Bjørnholms Allé 20, 8260

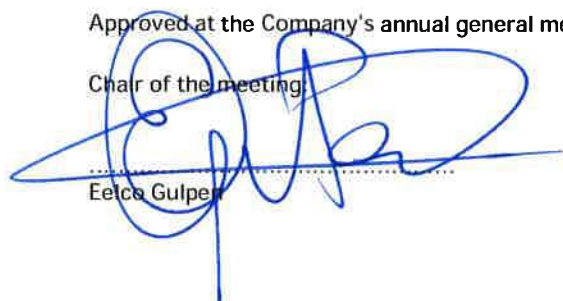
CVR no. 11 12 12 92

Annual report

for the year 1 January - 31 December 2023

Approved at the Company's annual general meeting on 10 June 2024

Chair of the meeting

A handwritten signature in blue ink, appearing to be 'Eelco Gulpen', is written over a horizontal dotted line. The signature is stylized and overlaps the text 'Chair of the meeting' and the name 'Eelco Gulpen'.

Eelco Gulpen

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Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Modern Dansk Digitalt Lab ApS for the financial year 1 January - 31 December 2023.

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 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 fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Viby J, 10 June 2024
Executive Board:



Eelco Gulpen



Torsten August Wilhelm



Lisbeth Zenia Petersen
Adm. director

Independent auditor's report

To the shareholder of Modern Dansk Digitalt Lab ApS

Opinion

We have audited the financial statements of Modern Dansk Digitalt Lab ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 as to 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 the 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.

Independent auditor's report

- ▶ 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 note 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 the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 the Management's review and, in doing so, consider whether the 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 the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the 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 the Management's review.

Vejle, 10 June 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Claus E. Andreasen
State Authorised Public Accountant
mne16652

Management's review

Company details

Name	Modern Dansk Digitalt Lab ApS
Address, Postal code, City	Bjørnholms Allé 20, 8260
CVR no.	11 12 12 92
Established	1 July 1987
Registered office	Viby J
Financial year	1 January - 31 December
Executive Board	Eelco Gulpen Torsten August Wilhelm Lisbeth Zenia Petersen, Adm. director
Auditors	EY Godkendt Revisionspartnerselskab Lysholt Allé 10, 7100 Vejle, Denmark
Bankers	Danske Bank Jessensgade 1, 8700 Horsens

Management commentary

Business review

The Company operates dental ceramic business.

Financial review

The income statement for 2023 shows a loss of DKK 1,252,833 against a loss of DKK 624,005 last year, and the balance sheet at 31 December 2023 shows a negative equity of DKK 796,562. Management considers the Company's financial performance in the year unsatisfactory.

The parent company, Modern Dental Europe B.V. (100% shareholder) guarantees that Modern Dansk Digitalt Lab Aps can discharge its obligations as they fall due in case financing is not otherwise procured. The commitment to support financially will remain effective until 30 June 2025.

Management has taken actions to improve the Company's financial performance and is confident that the Company will resume profitable again in near future.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2023	2022
	Gross profit	1,664,860	2,388,414
2	Staff costs	-3,031,818	-3,100,219
5	Depreciation of property, plant and equipment	-187,298	-104,391
	Profit/loss before net financials	-1,554,256	-816,196
3	Financial expenses	-51,594	-19,317
	Profit/loss before tax	-1,605,850	-835,513
4	Tax for the year	353,017	211,508
	Profit/loss for the year	-1,252,833	-624,005
	Recommended appropriation of profit/loss	-1,252,833	-624,005
	Retained earnings/accumulated loss	-1,252,833	-624,005

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
	ASSETS		
	Fixed assets		
5	Property, plant and equipment		
	Plant and machinery	621,235	322,195
	Other fixtures and fittings, tools and equipment	254,028	53,054
	Leasehold improvements	1,188,091	0
		<u>2,063,354</u>	<u>375,249</u>
	Investments		
	Deposits, investments	139,094	189,000
		<u>139,094</u>	<u>189,000</u>
	Total fixed assets	<u>2,202,448</u>	<u>564,249</u>
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	162,874	153,847
		<u>162,874</u>	<u>153,847</u>
	Receivables		
	Trade receivables	278,387	314,708
	Deferred tax assets	0	15,499
	Joint taxation contribution receivable	470,931	196,009
	Prepayments	82,131	61,936
		<u>831,449</u>	<u>588,152</u>
	Cash	214,838	818,183
	Total non-fixed assets	<u>1,209,161</u>	<u>1,560,182</u>
	TOTAL ASSETS	<u><u>3,411,609</u></u>	<u><u>2,124,431</u></u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	200,000	200,000
	Retained earnings	-996,562	256,271
	Total equity	-796,562	456,271
	Provisions		
	Deferred tax	102,415	0
	Total provisions	102,415	0
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	145,474	152,850
	Payables to group entities	3,609,292	1,095,386
	Other payables	350,990	419,924
		4,105,756	1,668,160
	Total liabilities other than provisions	4,105,756	1,668,160
	TOTAL EQUITY AND LIABILITIES	3,411,609	2,124,431

- 1 Accounting policies
- 6 Contractual obligations and contingencies, etc.
- 7 Security and collateral
- 8 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Retained earnings	Total
Equity at 1 January 2022	200,000	880,276	1,080,276
Transfer through appropriation of loss	0	-624,005	-624,005
Equity at 1 January 2023	200,000	256,271	456,271
Transfer through appropriation of loss	0	-1,252,833	-1,252,833
Equity at 31 December 2023	200,000	-996,562	-796,562

The parent company, Modern Dental Europe B.V. (100% shareholder) guarantees that Modern Dansk Digitalt Lab ApS can discharge its obligations as they fall due in case financing is not otherwise procured. The commitment to support financially will remain effective until 30 June 2025.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Modern Dansk Digitalt Lab ApS for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

The net revenue from sale of merchandise and finished goods is recognised in the income statement if supply and risk transfer to purchaser has taken place before the end of the year. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

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.

Gross profit

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Cost of sales

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

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 wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Depreciation and impairment

The item comprises depreciation and impairment of property, plant and equipment.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

Plant and machinery	1-5 years
Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	5 years

Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial expenses

Financial expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other subsidiaries. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

The cost of self constructed assets includes the cost of direct materials and labour, etc. directly used in the production process and a portion of the relating production overheads.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

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

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

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

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

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 or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK		2023	2022		
2	Staff costs				
	Wages/salaries	2,596,693	2,724,163		
	Pensions	346,183	326,821		
	Other social security costs	73,281	40,612		
	Other staff costs	15,661	8,623		
		<u>3,031,818</u>	<u>3,100,219</u>		
	Average number of full-time employees	<u>7</u>	<u>7</u>		
3	Financial expenses				
	Interest expenses, group entities	37,776	11,375		
	Other financial expenses	13,818	7,942		
		<u>51,594</u>	<u>19,317</u>		
4	Tax for the year				
	Estimated tax charge for the year	-470,931	-196,009		
	Deferred tax adjustments in the year	117,914	-15,499		
		<u>-353,017</u>	<u>-211,508</u>		
5	Property, plant and equipment				
	DKK	Plant and machinery	Other fixtures and fittings, tools and equipment	Leasehold improvements	Total
	Cost at 1 January 2023	3,980,862	115,401	814,378	4,910,641
	Additions in the year	381,180	250,196	1,244,024	1,875,400
	Disposals in the year	-69,894	0	-814,378	-884,272
	Cost at 31 December 2023	<u>4,292,148</u>	<u>365,597</u>	<u>1,244,024</u>	<u>5,901,769</u>
	Impairment losses and depreciation at 1 January 2023	3,658,667	62,347	814,378	4,535,392
	Amortisation/depreciation in the year	82,140	49,222	55,933	187,295
	Reversal of amortisation/depreciation and impairment of disposals	-69,894	0	-814,378	-884,272
	Impairment losses and depreciation at 31 December 2023	<u>3,670,913</u>	<u>111,569</u>	<u>55,933</u>	<u>3,838,415</u>
	Carrying amount at 31 December 2023	<u>621,235</u>	<u>254,028</u>	<u>1,188,091</u>	<u>2,063,354</u>
	Depreciated over	<u>1-5 years</u>	<u>3-5 years</u>	<u>5 years</u>	

Financial statements 1 January - 31 December

Notes to the financial statements

6 Contractual obligations and contingencies, etc.

The Company is jointly taxed with its parent, Elysee Dental ApS, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes for the income year 2017 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment.

Other financial obligations

Other rent and lease liabilities:

DKK	2023	2022
Rent and lease liabilities	<u>972,846</u>	<u>180,299</u>

Rent and lease liabilities include a rent obligation of DKK 972.846 in interminable rent agreements with remaining contract terms of 63 months.

7 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.

8 Related parties

Information about consolidated financial statements

Parent	Domicile
Modern Dental Group Limited	17/F, CEO Tower, 77 Wing Hong Street, Cheung Sha Wan, Kowloon, Hong Kong