



Geia Food A/S

Fuglevænget 9
9000 Aalborg
CVR No. 14983007

Annual report 2022

The Annual General Meeting adopted the
annual report on 26.06.2023

Esko Mikael Aro

Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2022	10
Balance sheet at 31.12.2022	11
Statement of changes in equity for 2022	13
Notes	14
Accounting policies	21

Entity details

Entity

Geia Food A/S
Fuglevænget 9
9000 Aalborg

Business Registration No.: 14983007
Registered office: Aalborg
Financial year: 01.01.2022 - 31.12.2022

Statutory reports on the entity's website

Statutory report on corporate social responsibility: <https://www.geiafood.com/wp-content/uploads/2023/05/Geia-Food-CSR-Report-2023.pdf>

Board of Directors

Esko Mikael Aro
Claus Juel Jensen
Per Olof Martin Frankling
Sara Elisabeth Damberg
Andréa Ellinor Persdotter Nilsson
Ivar Villa

Executive Board

Claus Ulrik Ravnsbo

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Østre Havnepromenade 26, 4th floor
9000 Aalborg

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Geia Food A/S for the financial year 01.01.2022 - 31.12.2022.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Aalborg, 30.05.2023

Executive Board

Claus Ulrik Ravnsbo

Board of Directors

Esko Mikael Aro

Claus Juel Jensen

Per Olof Martin Frankling

Sara Elisabeth Damberg

Andréa Ellinor Persdotter Nilsson

Ivar Villa

Independent auditor's report

To the shareholders of Geia Food A/S

Opinion

We have audited the financial statements of Geia Food A/S for the financial year 01.01.2022 - 31.12.2022, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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.

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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 the management commentary.

Aalborg, 30.05.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Lars Birner Sørensen

State Authorised Public Accountant
Identification No (MNE) mne11671

Management commentary

Financial highlights

	2022	2021	2020	2019	2018
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Revenue	1,756,534	1,591,632	1,580,387	1,327,931	1,230,361
Gross profit/loss	110,402	126,271	128,633	89,933	87,170
Operating profit/loss	42,113	59,348	65,834	37,342	42,064
Net financials	(4,992)	5,664	(1,395)	914	1,383
Profit/loss for the year	40,424	61,963	48,866	29,724	37,988
Total assets	563,441	385,925	280,542	257,939	218,732
Equity	211,941	146,710	78,659	49,862	56,322
Ratios					
Gross margin (%)	6.31	7.90	8.10	6.80	7.10
Net margin (%)	2.32	3.90	3.10	2.20	3.10

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Gross margin (%):

$\frac{\text{Gross profit/loss}}{\text{Revenue}} * 100$

Net margin (%):

$\frac{\text{Profit/loss for the year}}{\text{Revenue}} * 100$

Primary activities

Geia Food is a strong business partner with extensive expertise within a wide range of product categories – from frozen and chilled foods to groceries and beverages. We are the value-adding link between suppliers and customers, developing food concepts for the Nordics through unique competences and a long track record as a trusted partner.

We create value for our customers by boosting product innovation, reducing operating complexity and increasing category profitability. Our best-in-class supplier network benefit from a one-point-of-access to all the Nordic markets, an effective sales platform, deep customer insight and a cost-efficient logistics and quality assurance platform.

Development in activities and finances

Geia Food generated a net profit of 40,424 t.DKK in the financial year. The profit for the period is in line with the expectations of the Board of Directors.

Profit/loss for the year in relation to expected developments

The expected net profit of 60-65 m.DKK stated in the 2021 annual report outlook was not achieved due to rapid price increases in the food industry, which negatively affected profitability in 2022.

Uncertainty relating to recognition and measurement

There are no uncertainties related to recognition and measurement.

Unusual circumstances affecting recognition and measurement

There have been no unusual circumstances affecting recognition and measurement.

Outlook

Geia Food expects normalized conditions in 2023 compared to 2022, resulting in a net profit in the range of 50-70 m.DKK in 2023.

Use of financial instruments

Business risks

Geia Food's most significant business risk relates to the quality and food safety of the products distributed.

Financial risks

Because of its operations, investments and financing, Geia Food is exposed to changes in the level of interest and exchange rates. Geia Food pursues a fiscal policy operating with a low risk profile so that currency risks, interest risks and credit risks only arise based on commercial matters.

Currency risks

Where possible, Geia Food's currency exposure is hedged through matching of payments received and made in the same currency and by using forward exchange contracts. It is company policy to hedge the most important commercial currency risks on 3-9 months basis. Geia Food does not enter into speculative currency contracts.

At the end of the financial year 2022, the notional value of Geia Food's forward exchange contracts for meeting future currency risks amounted to negative 2,720 t.DKK.

Forward exchange contracts consist of hedging of activities in EUR, USD, NOK and SEK with a term up to 24 months.

Research and development activities

Geia Food incurred costs of 7,884 t.DKK in connection with the development of a new ERP-system.

Foreign branches

Geia Food is represented in Sweden through the subsidiary Geia Food AB, Geia Food Holding AB, in Norway through the subsidiary Geia Food Norge AS, Geia Food AS and in Finland through the subsidiary Geia Food OY.

Statutory report on corporate social responsibility

The 2022 sustainability report contains Geia Food's policies regarding ESG, animal welfare and environmental performance.

The 2022 sustainability report is available on the following link: <https://www.geiafood.com/wp-content/uploads/2023/05/Geia-Food-CSR-Report-2023.pdf>

Statutory report on the underrepresented gender

Geia Food recognizes the importance of a diverse workforce and work to create equal opportunities for all current as well as future employees.

In the process of retaining and attracting talent across the organization, Geia Food has processes and policies in place which are solely based on an evaluation of the employees' professional skills. Therefore, diversity is not a decision factor, but rather an ongoing focus point to ensure that all positions are at all times populated by the right person with the right skills. The Board of Directors are certain that this approach to retain and attract talent will sustain Geia Food's business performance over time.

Geia Food has a target of minimum two female directors on the Board of Directors, which was reached in 2021.

There are currently no females in the group management team of Geia Food. The Board of Directors are continuously monitoring performance across the group management team and will at all times make sure that all roles are populated by the right person.

Statutory report on data ethics policy

Geia Food are aware of both the security and data ethics risks regarding employees and other stakeholders. Several elements are incorporated in existing policies and procedures that describe data ethics and our privacy policy. Furthermore, we have implemented a data protection and cyber security policy during 2022.

Events after the balance sheet date

In the beginning of 2023 Geia Food completed the acquisition of the Finnish companies Topfoods Finland OY and TFR Topfoods Retailing OY.

To this date no other events have occurred after the balance sheet date which would influence the evaluation of this annual report.

Income statement for 2022

	Notes	2022 DKK'000	2021 DKK '000
Revenue	1	1,756,534	1,591,632
Own work capitalised		1,728	0
Other operating income		782	298
Cost of sales		(1,619,143)	(1,450,971)
Other external expenses	2	(29,499)	(14,688)
Gross profit/loss		110,402	126,271
Staff costs	3	(53,225)	(51,721)
Depreciation, amortisation and impairment losses	4	(14,814)	(14,797)
Other operating expenses		(250)	(405)
Operating profit/loss		42,113	59,348
Income from investments in group enterprises		13,528	12,862
Other financial income	5	2,725	5,719
Other financial expenses	6	(7,717)	(55)
Profit/loss before tax		50,649	77,874
Tax on profit/loss for the year	7	(10,225)	(15,911)
Profit/loss for the year	8	40,424	61,963

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK'000	2021 DKK'000
Acquired licences		4,446	5,717
Goodwill		23,405	31,321
Development projects in progress	10	7,884	0
Intangible assets	9	35,735	37,038
Other fixtures and fittings, tools and equipment		8,084	9,988
Property, plant and equipment	11	8,084	9,988
Investments in group enterprises		212,928	50,701
Receivables from group enterprises		30,947	50,660
Deposits		1,250	1,201
Financial assets	12	245,125	102,562
Fixed assets		288,944	149,588
Manufactured goods and goods for resale		103,087	75,771
Prepayments for goods		2,068	5,433
Inventories		105,155	81,204
Trade receivables		80,564	58,414
Receivables from group enterprises		59,094	39,755
Other receivables		1,486	3,582
Prepayments	13	1,098	1,308
Receivables		142,242	103,059
Cash	14	27,100	52,074
Current assets		274,497	236,337
Assets		563,441	385,925

Equity and liabilities

	Notes	2022 DKK'000	2021 DKK'000
Contributed capital	15	769	769
Reserve for fair value adjustments of hedging instruments		(2,122)	(1,632)
Reserve for net revaluation according to the equity method		9,528	0
Retained earnings		203,766	147,573
Equity		211,941	146,710
Deferred tax	16	521	332
Provisions		521	332
Lease liabilities		532	200
Other payables		0	137
Non-current liabilities other than provisions	17	532	337
Current portion of non-current liabilities other than provisions	17	1,760	2,437
Bank loans		25	0
Trade payables		219,548	162,673
Payables to group enterprises		73,960	22,258
Tax payable		9,700	15,698
Other payables	18	45,317	35,208
Deferred income	19	137	272
Current liabilities other than provisions		350,447	238,546
Liabilities other than provisions		350,979	238,883
Equity and liabilities		563,441	385,925
Financial instruments	20		
Fair value information	21		
Unrecognised rental and lease commitments	22		
Contingent liabilities	23		
Assets charged and collateral	24		
Related parties with controlling interest	25		
Non-arm's length related party transactions	26		
Group relations	27		

Statement of changes in equity for 2022

	Contributed capital DKK'000	Reserve for fair value adjustments of hedging instruments DKK'000	Reserve for net revaluation according to the equity method DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	769	(1,632)	0	147,573	146,710
Value adjustments	0	(1,529)	0	0	(1,529)
Group contributions etc	0	0	0	26,000	26,000
Tax of entries on equity	0	336	0	0	336
Transfer to reserves	0	703	(10,466)	9,763	0
Profit/loss for the year	0	0	19,994	20,430	40,424
Equity end of year	769	(2,122)	9,528	203,766	211,941

Geia Food A/S has received a group contribution in the amount of t.DKK 26,000 from FCP BidCo ApS.

Notes

1 Revenue

	2022 DKK'000	2021 DKK'000
Denmark	1,500,853	1,362,753
Other Scandinavian countries	220,065	196,292
Other countries	35,616	32,587
Total revenue by geographical market	1,756,534	1,591,632

2 Fees to the auditor appointed by the Annual General Meeting

In accordance with §96 (3) of the Danish Financial Statements Act, the company has not disclosed the auditor's fee, this is disclosed in the consolidated financial statements of FCP HoldCo ApS, CVR 42 15 06 06.

3 Staff costs

	2022 DKK'000	2021 DKK'000
Wages and salaries	45,835	45,803
Pension costs	5,252	4,935
Other staff costs	2,138	983
	53,225	51,721
Average number of full-time employees	87	80

	Remuneration of Management 2022 DKK'000	Remuneration of Management 2021 DKK'000
Total amount for management categories	4,628	4,234
	4,628	4,234

Management categories have incentive programs relating to the financial result for last year.

Management categories consist of both Executive Board and Board of Directors.

4 Depreciation, amortisation and impairment losses

	2022 DKK'000	2021 DKK'000
Amortisation of intangible assets	10,384	10,192
Depreciation of property, plant and equipment	4,430	4,605
	14,814	14,797

5 Other financial income

	2022 DKK'000	2021 DKK'000
Financial income from group enterprises	2,725	4,809
Other financial income	0	910
	2,725	5,719

6 Other financial expenses

	2022 DKK'000	2021 DKK'000
Financial expenses from group enterprises	4,432	471
Other financial expenses	3,285	(416)
	7,717	55

7 Tax on profit/loss for the year

	2022 DKK'000	2021 DKK'000
Current tax	9,700	15,698
Change in deferred tax	525	213
	10,225	15,911

8 Proposed distribution of profit and loss

	2022 DKK'000	2021 DKK'000
Retained earnings	40,424	61,963
	40,424	61,963

9 Intangible assets

	Acquired licences DKK'000	Goodwill DKK'000	Development projects in progress DKK'000
Cost beginning of year	7,200	90,731	0
Additions	0	1,197	7,884
Cost end of year	7,200	91,928	7,884
Amortisation and impairment losses beginning of year	(1,483)	(59,410)	0
Amortisation for the year	(1,271)	(9,113)	0
Amortisation and impairment losses end of year	(2,754)	(68,523)	0
Carrying amount end of year	4,446	23,405	7,884

10 Development projects

Development projects in progress include costs for the development of a new ERP-system. As of 31 December 2022 the carrying amount of development projects in progress amounts to t.DKK 7,884.

Management has not identified any indication of impairment regarding the carrying amount of completed development projects.

A part of the costs from the development of a new ERP-system is internal costs in the form of direct wages.

11 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK'000
Cost beginning of year	19,292
Additions	3,835
Disposals	(2,570)
Cost end of year	20,557
Depreciation and impairment losses beginning of year	(9,304)
Depreciation for the year	(3,881)
Depreciation and impairment losses on assets disposed of	(549)
Reversal regarding disposals	1,261
Depreciation and impairment losses end of year	(12,473)
Carrying amount end of year	8,084
Recognised assets not owned by entity	2,329

12 Financial assets

	Investments in group enterprises DKK'000	Receivables from group enterprises DKK'000	Deposits DKK'000
Cost beginning of year	54,731	50,660	1,201
Exchange rate adjustments	0	(3,558)	0
Transfers	0	(18,445)	0
Additions	148,669	2,290	49
Cost end of year	203,400	30,947	1,250
Revaluations beginning of year	(4,030)	0	0
Exchange rate adjustments	(3,969)	0	0
Adjustments on equity	(554)	0	0
Amortisation of goodwill	(1,863)	0	0
Share of profit/loss for the year	19,944	0	0
Revaluations end of year	9,528	0	0
Carrying amount end of year	212,928	30,947	1,250
Goodwill or negative goodwill recognised during the financial year	31,087		

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
Geia Food OY	Vantaa, Finland	OY	100.00
Geia Food Holding AB	Karlstad, Sweden	AB	100.00
Geia Food AB *)	Karlstad, Sweden	AB	100.00
Geia Food Norge AS	Oslo, Norway	AS	100.00
Geia Food AS **)	Oslo, Norway	AS	100.00
Food Partners World 2022 ApS	Copenhagen, Denmark	ApS	100.00
PALÆO FOODS ApS ***)	Copenhagen, Denmark	ApS	100.00
Food Partners Copgenhagen ApS ***)	Copenhagen, Denmark	ApS	100.00
Lundberg Nordic ApS ***)	Copenhagen, Denmark	ApS	100.00
CamSac-lauge Seafood A/S	Middelfart; Denmark	A/S	100.00
Lauge Food Selection A/S	Middelfart; Denmark	A/S	100.00

*) The company is a subsidiary in Geia Food Holding AB

***) The company is a subsidiary in Geia Food Norge AS

***) The companies are a subsidiaries in Food Partners World 2022 ApS

13 Prepayments

Prepayments consist of rent and insurance costs.

14 Cash

Referring to section 86 (4) of the Danish Financial Statements Act, no cash flow statements have been prepared.

15 Share capital

	Number	Nominal value DKK'000
Shares	769,000	769
	769,000	769

Par value is 1,0 DKK.

16 Deferred tax

	2022 DKK'000	2021 DKK'000
Intangible assets	832	309
Property, plant and equipment	430	577
Financial assets	(598)	(262)
Receivables	360	288
Liabilities other than provisions	(503)	(580)
Deferred tax	521	332

	2022 DKK'000	2021 DKK'000
Changes during the year		
Beginning of year	332	83
Recognised in the income statement	525	213
Recognised directly in equity	(336)	36
End of year	521	332

17 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK'000	Due within 12 months 2021 DKK'000	Due after more than 12 months 2022 DKK'000
Lease liabilities	1,760	2,437	532
	1,760	2,437	532

Outstanding debt after 5 years amounts to DKK 0.

18 Other payables

	2022 DKK'000	2021 DKK'000
VAT and duties	31,136	23,061
Wages and salaries, personal income taxes, social security costs, etc payable	138	1,661
Holiday pay obligation	1,920	1,384
Derivative financial instruments	2,720	1,054
Other costs payable	9,403	8,048
	45,317	35,208

19 Deferred income

Deferred income consists of freight charges.

20 Financial instruments

The Company hedges currency risks on expected transactions in EUR and USD with forward exchange

contracts. Forward exchange contracts relate to purchase of goods. Value adjustments are recognized in the equity and are expected to be carried out and recognized in the income statement after the balance sheet day. 92% of the forward exchange contracts are hedging towards currency risks relating to EUR/DKK, while 8% of the forward exchange contracts are hedging towards currency risks relating to USD/DKK.

The fair value has not been calculated on the basis of observations in an active market. For the valuation of the fair value as of the balance sheet date, the statement of the bank has been used due to the company's credit rating and collateral.

Period	Fair value DKK'000	Contractual value DKK'000
0-6 months	(1.222)	379,277
6-12 months	(1,492)	501,248
Total	(2,714)	880,525

21 Fair value information

	Forward exchange contracts '000DKK
Fair value end of year	(2,714)
Unrealised fair value adjustments recognised in the fair value reserve in equity	(1,529)

22 Unrecognised rental and lease commitments

The entity has entered agreements of rented premises with an annual rent of 3,674 t.DKK. The contracts are irredeemable for up to 66 months and have an outstanding commitment of 18,625 t.DKK.

The entity has entered agreements of leasing cars with an annual lease cost of 1,617 t.DKK. The contracts are irredeemable for up to 35 months and have an outstanding commitment of 2,869 t.DKK.

23 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where FCP HoldCo ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

24 Assets charged and collateral

Receivables from Geia Food Norge AS have been deposited to guarantee the company's and affiliated companies' loan at Danske Bank. The affiliated companies are FCP BidCo ApS, Lauge Food Selection A/S, CamSac-Lauge Seafood A/S, Food Partners World 2022 ApS, Geia Food AS, Geia Food Norge AS, Geia Food Holding AB og Geia Food AB. As of the 31st of December the affiliated companies and Geia Food A/S' bank debt amounts to 1,870 t.DKK and the book value of the receivables are 55,274 t.DKK.

Shares in subsidiaries have been deposited to guarantee the company's and affiliated companies' loan at Danske Bank. The affiliated companies are FCP BidCo ApS, Lauge Food Selection A/S, CamSac-Lauge Seafood A/S, Food Partners World 2022 ApS, Geia Food AS, Geia Food Norge AS, Geia Food Holding AB og Geia Food AB. As of the 31st of December the affiliated companies and Geia Food A/S' bank debt amounts to 1,870 t.DKK and the book value of the shares are 212,327 t.DKK.

The company has provided unlimited surety for Geia Food AS' debt at Danske Bank and as of the 31st of December the bank debt amounts to 73 t.DKK.

The company has provided unlimited surety for Geia Food Norge AS' debt at Danske Bank and as of the 31st of December the bank debt amounts to 0 t.DKK.

The company has provided unlimited surety for Geia Food Holding AB's debt at Danske Bank and as of the 31st of December the bank debt amounts to 0 t.DKK.

The company has provided unlimited surety for Geia Food AB's debt at Danske Bank and as of the 31st of December the bank debt amounts to 25 t.DKK.

Mortgage debt is secured by way of company charges. The Company charge comprises stocks, intellectual property rights, goodwill, other fixtures and fittings, tools and equipment and receivables, limited to 50,000 t.DKK. The book value of secured assets is t.DKK 228,817.

25 Related parties with controlling interest

FCP BidCo ApS, Aalborg holds the majority of the shares in Geia Food A/S, and thus has a controlling interest. FCP HoldCo ApS, Aalborg holds the majority of the shares in FCP BidCo ApS, and thus has a controlling interest. TSM II Luxco 3 SARL, Luxembourg holds the majority of the shares in FCP HoldCo ApS, and thus has a controlling interest. TSM II Luxco 3 SARL is the ultimate parent of Geia Food A/S.

26 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report.

Geia Food A/S has received a group contribution in the amount of t.DKK 26,000 from FCP BidCo ApS.

No further transactions were conducted during the financial year.

27 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
- FCP HoldCo ApS, 9000 Aalborg

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Business combinations

Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised under intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are classified directly as equity.

When recognising foreign subsidiaries that are integral entities, monetary assets and liabilities are translated using the exchange rates at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rate at the time of acquisition or the time of any subsequent revaluation or writedown. The items of the income statement are translated at the average rates of the months; however, items deriving from non-monetary assets and liabilities are translated using the historical rates applicable to the relevant non-monetary items.

Derivative financial instruments

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value. Derivative financial instruments are recognised under other receivables or other payables.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging the fair value of a recognised asset or a recognised liability are recorded in the income statement together with changes in the value of the hedged asset or the hedged liability.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging future transactions are recognised directly in equity. When the hedged transactions are realised, the accumulated changes are recognised as part of cost of the relevant financial statement items.

Income statement

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Own work capitalised

Own work capitalised comprises staff costs and other costs incurred in the financial year and recognised in cost for proprietary intangible assets and property, plant and equipment.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Other operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Goodwill

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Intellectual property rights etc

Intellectual property rights etc comprise acquired intellectual property rights.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity in the reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Indirect production costs in the form of indirectly attributable staff costs and amortisation of intangible assets and depreciation of property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised over the term of the agreement.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	1-5 years

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Goodwill is the positive difference between cost of investments and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value, less writedowns for bad and doubtful debts.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value. Cost consists of purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset or the planned settlement of each liability.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Lease liabilities

Lease liabilities relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease liabilities are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Tax receivable or payable

Current tax receivable or payable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement

The entity has not been given information about the cash flow statement with reference to the one that will be presented in the consolidated annual report for FCP HoldCo ApS, CVR-nr. 14983007.