

ARCUS DENMARK A/S

Borgergade 24 B, 1.
1300 Copenhagen K
CVR No. 21409677

Annual report 2023

The Annual General Meeting adopted the annual report on 10.06.2024

Sigmund L. Toth

Chairman of the General Meeting

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Entity details

Entity

ARCUS DENMARK A/S

Borgergade 24 B, 1.

1300 Copenhagen K

Business Registration No.: 21409677

Date of foundation: 01.10.1998

Registered office: Copenhagen

Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Kirsi Marjaana Puntila, Chairman

Christian Alsing

Nestor Gutierrez Buey

Mikkel Larsen Pilemand

Executive Board

Henrik Bodekær Thomsen

Auditors

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

Strandvejen 44

2900 Hellerup

CVR No.: 33771231

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of ARCUS DENMARK A/S for the financial year 01.01.2023 - 31.12.2023.

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 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

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.

Copenhagen, 10.06.2024

Executive Board

Henrik Bodekær Thomsen

Board of Directors

Kirsi Marjaana Puntila
Chairman

Christian Alsing

Nestor Gutierrez Buey

Mikkel Larsen Pilemand

Independent auditor's report

To the shareholders of ARCUS DENMARK A/S

Opinion

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.

We have audited the financial statements of ARCUS DENMARK A/S for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("financial statements").

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 are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement on Management's Review

Management is responsible for Management's Review.

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

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

Management's responsibilities for the financial statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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.
- 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 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.

Hellerup, 10.06.2024

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

CVR No. 33771231

Flemming Eghoff

State Authorised Public Accountant

Identification No (MNE) mne30221

Kenneth Østergaard

State Authorised Public Accountant

Identification No (MNE) mne47262

Management commentary

Financial highlights

	2023	2022	2021	2020	2019
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Gross profit/loss	19,772	20,823	25,404	33,828	31,473
Operating profit/loss	7,717	14,125	18,506	26,171	24,854
Net financials	(2,404)	(1,796)	(2,515)	(1,169)	(819)
Profit/loss for the year	4,141	9,579	11,996	18,281	16,755
Total assets	77,187	83,042	64,050	52,726	47,228
Investments in property, plant and equipment	0	0	0	189	0
Equity	15,360	20,719	23,140	30,144	27,864
Ratios					
Return on equity (%)	22.96	43.68	45.03	63.03	57.80
Equity ratio (%)	19.90	24.95	36.13	57.17	59.00

Financial highlights are defined and calculated as mentioned:

Return on equity (%):

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

Average equity

Equity ratio (%):

$\frac{\text{Equity} * 100}{\text{Total assets}}$

Total assets

Primary activities

The Primary activities of Arcus Denmark A/S are marketing and sale of Danish brands and spirits with proud traditions on the domestic market as well as sales of Norwegian and Swedish brands on the domestic market through associated companies. Arcus Denmark A/S is also responsible for marketing the Danish brands for export purposes and receives royalties as brand owner from all sales to other markets through other Group companies.

Development in activities and finances

The company's income statement for the year ended 31.12.2023 shows a profit before tax of 5,3 MDKK, down from 12,3 MDKK during 2022. The main reasons for this reduction is reduced sales volumes and increased staff costs. The balance sheet shows equity of 15,4 MDKK at 31.12.2023.

The total sales volume of the Danish Brands has decreased by 13,3% compared to 2022 covering volume decreases in domestic as well as in international markets. The gross profit has decreased from 20,8 MDKK in 2022 to 19,8 MDKK in 2023, mainly due to the lower volume.

Royalty income for 2023 was 25,2 MDKK and recharged central commercial expenses was 16,1 MDKK.

Risk from external factors

External market conditions remain challenging due to high inflation driving lower consumer off-take as well as down trading, but all considered management are satisfied with the financial performance in the year.

Management is working hard on strategies to change the negative trend in the aquavit market, and strategies to grow in other categories than aquavit in domestic as well as international markets.

Profit/loss for the year in relation to expected developments

The profits for 2023 are below our expectations for 2023, and we are working hard on strategic focus to change this.

Outlook

We are planning to merge the Danish business after the Group merger further in 2024 further, and aim to significantly increase the share of our business both through organic growth and growth from new categories with annual net sales growth of 3-5% and EBITDA growth of 5-10%. This through increased focus on margin accretive business and scale benefits on indirect costs.

Environmental performance

Arcus Denmark A/S' impact on the external environment is deemed limited for the office-based activities and in line with similar administrative operations. The movement of goods to consumer via retailer impacts the environment and the limitation of this to furthest extent possible remains a key priority for the company.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		19,771,550	20,823,111
Staff costs	2	(12,019,142)	(6,662,678)
Depreciation, amortisation and impairment losses	3	(35,000)	(35,000)
Operating profit/loss		7,717,408	14,125,433
Other financial income	4	1,416,028	140,649
Other financial expenses	5	(3,820,038)	(1,936,163)
Profit/loss before tax		5,313,398	12,329,919
Tax on profit/loss for the year	6	(1,172,253)	(2,751,371)
Profit/loss for the year	7	4,141,145	9,578,548

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Plant and machinery		29,167	64,167
Property, plant and equipment in progress		189,292	189,292
Property, plant and equipment	8	218,459	253,459
Deferred tax	10	74,000	94,000
Financial assets	9	74,000	94,000
Fixed assets		292,459	347,459
Manufactured goods and goods for resale		12,817,133	12,730,594
Inventories		12,817,133	12,730,594
Trade receivables		214,670	0
Receivables from group enterprises		60,768,634	68,872,717
Other receivables		14,400	384,400
Tax receivable		3,080,000	707,286
Receivables		64,077,704	69,964,403
Current assets		76,894,837	82,694,997
Assets		77,187,296	83,042,456

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital	11	10,324,000	10,324,000
Retained earnings		749	894,604
Proposed dividend		5,035,000	9,500,000
Equity		15,359,749	20,718,604
Trade payables		2,458,439	1,424,224
Payables to group enterprises		52,552,798	56,860,913
Joint taxation contribution payable		1,152,260	0
Other payables		5,664,050	4,038,715
Current liabilities other than provisions		61,827,547	62,323,852
Liabilities other than provisions		61,827,547	62,323,852
Equity and liabilities		77,187,296	83,042,456
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	12		
Contingent liabilities	13		
Assets charged and collateral	14		
Related parties with controlling interest	15		
Non-arm's length related party transactions	16		
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Statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	10,324,000	894,604	9,500,000	20,718,604
Ordinary dividend paid	0	0	(9,500,000)	(9,500,000)
Profit/loss for the year	0	(893,855)	5,035,000	4,141,145
Equity end of year	10,324,000	749	5,035,000	15,359,749

Notes

1 Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

2 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	9,227,816	5,666,027
Pension costs	913,386	577,306
Other social security costs	18,556	11,740
Other staff costs	1,859,384	407,605
	12,019,142	6,662,678
Average number of full-time employees	8	5

Persuant to Section 98 (b) (3) of the Danish Financial Statement Act, remuneration of the Executive Board has not been disclosed.

3 Depreciation, amortisation and impairment losses

	2023	2022
	DKK	DKK
Depreciation of property, plant and equipment	35,000	35,000
	35,000	35,000

4 Other financial income

	2023	2022
	DKK	DKK
Financial income from group enterprises	1,284,575	0
Other interest income	0	111,008
Exchange rate adjustments	119,706	29,641
Interest regarding tax paid on account	11,747	0
	1,416,028	140,649

5 Other financial expenses

	2023	2022
	DKK	DKK
Financial expenses from group enterprises	3,488,567	1,427,172
Other interest expenses	331,471	498,115
Interest regarding tax paid on account	0	10,876
	3,820,038	1,936,163

6 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Current tax	1,152,260	2,686,714
Change in deferred tax	20,000	28,000
Adjustment concerning previous years	(7)	36,657
	1,172,253	2,751,371

7 Proposed distribution of profit and loss

	2023	2022
	DKK	DKK
Ordinary dividend for the financial year	5,035,000	9,500,000
Retained earnings	(893,855)	78,548
	4,141,145	9,578,548

8 Property, plant and equipment

	Plant and machinery	Property, plant and equipment in progress
	DKK	DKK
Cost beginning of year	856,027	189,292
Cost end of year	856,027	189,292
Depreciation and impairment losses beginning of year	(791,860)	0
Depreciation for the year	(35,000)	0
Depreciation and impairment losses end of year	(826,860)	0
Carrying amount end of year	29,167	189,292

9 Financial assets

	Deferred tax
	DKK
Cost beginning of year	94,000
Disposals	(20,000)
Cost end of year	74,000
Carrying amount end of year	74,000

10 Deferred tax

	2023	2022
	DKK	DKK
Property, plant and equipment	74,000	94,000
Deferred tax	74,000	94,000

	2023	2022
	DKK	DKK
Changes during the year		
Beginning of year	94,000	122,000
Recognised in the income statement	(20,000)	(28,000)
End of year	74,000	94,000

Deferred tax assets

Deferred tax assets relates to timing differences on property, plant and equipment and is expected to be utilized in the future.

11 Share capital

The share capital consists of 10,324 shares of DKK 1,000 each. The share capital have not been changed for the last 5 years.

12 Unrecognised rental and lease commitments

	2023	2022
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	6,883,000	8,063,000

13 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. 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 these entities.

14 Assets charged and collateral

SEB has first ranking security interest over all the shares in Arcus Denmark A/S.

15 Related parties with controlling interest

Arcus-Gruppen AS, Destilleriveien 11, Hagen, Norway owns all shares in the Entity, thus exercising control.

16 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. No such transactions have been conducted in the financial year.

17 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallerst and largest group:

Anora Group Oyj, Finland

Copies of the consolidated financial statements of Anora Group Oyj can be obtain on;
<https://anora.com/en/investors/reports-and-presentations>

Accounting policies

Reporting class

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

The annual report have been prepared in DKK.

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

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.

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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

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, in accordance with IAS 18.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and normal writedowns of the relevant inventories.

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 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 Company is jointly taxed with all Danish entities of the Anora group. 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**Property, plant and equipment**

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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
Plant and machinery	3 -7 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.

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.

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.

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. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

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

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts, in accordance with IAS 39.

Tax payable or receivable

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

Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. Proposed dividend for the financial year is disclosed as a separate item in equity. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Other financial liabilities

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

Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Cash flow statement

Referring to section 86(4) of the Danish Financial Statements Act, the Entity has prepared no cash flow statement as such statement is included in the consolidated cash flow statement of Anora Group Oyj., Kaapeli aukio 1, PO Box 350, 00101 Helsinki, Finland - Business Reg. No. FI15055557