NTG Nielsen & Sørensen A/S

Vestermarksvej 3 Kiplev, 6200 Aabenraa

CVR No. 25 61 80 76

Annual report for

January 1, 2022

December 31, 2022

The Annual Report was presented and adopted at the Annual General Meeting of the Company on: 31 March 2023

Chairman of the general meeting

Thomas Junker Jensen

NTG Nielsen & Sørensen A/S

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of NTG Nielsen & Sørensen A/S for the financial year 1 January – 31 December 2022.

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 at 31 December 2022 of the Company and of the results of the Company operations for 2022.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Company, of the results for the year and of the financial position of the Company.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Aabenraa, 31 March 2023

Executive Board

Kim Kierstein Sørensen

Board of Directors

Jesper Ellegaard Petersen Chairman Christian Paul Dyander Jakobsen

Kim Kierstein Sørensen

Michael Larsen

Independent Auditor's Report

To the Shareholders of NTG Nielsen & Sørensen 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 2022, and of the results of the Company's operations for the financial year 1 January - 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of NTG Nielsen & Sørensen A/S for the financial year 1 January - 31 December 2022, which comprise 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.

NTG Nielsen & Sørensen A/S

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 judgment and maintain professional skepticism 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 contents of the financial statements, including the 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.

Hellerup, 31 March 2023

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab CVR No. 33 77 12 31

Jacob Brinch State Authorized Public Accountant mne35447 Frederik Geer Harvest State Authorized Public Accountant mne45859

Managements Review

Key activities

The Company's key activities comprise national and international freight forwarding and transport, storage and distribution at home and abroad of all types of freight as well as any related business.

Development in the year

The income statement of the company for 2022 shows a profit of DKK 12,743 thousand and at 31 December 2022 the balance sheet of the Company shows equity of DKK 27,386 thousand.

The company's results are in line with expectations.

The Company has achieved the established expectations of sales in 2022 set in 2021.

The past year and follow-up on development expectations

The market for 2023 is expected to decline and consequently sales is expected to drop slightly compared to 2022 with an expected net profit for 2023 of DKK 7-13 million. The Group is built on a solid foundation which has secured a solid footing in Scandinavia where we have a strengthened organisation that is ready to continue exploiting available market opportunities despite harsh times.

Special risks

The most significant operating exposure faced by NTG Nielsen & Sørensen A/S is the requirement that we are strongly positioned in the markets in which we operate to ensure competitive prices, flexible solutions for the individual customer as well as a high degree of efficiency.

External Environment

NTG Nielsen & Sørensen A/S makes continuous efforts to reduce our adverse environmental impact. This is done by reducing no-load operations and currently optimising load rates on all transport units.

In-house, we have implemented electronic IT solutions to limit our paper consumption both in the company and with our customers. We moreover only use green electricity and, through this, look after our environmental impact.

Intellectual capital resources

The cornerstone of NTG Nielsen & Sørensen A/S' development is faithful, competent and loyal employees with top qualifications. NTG Nielsen & Sørensen A/S' recipe for growth is to retain and attract new employees to develop the organisation.

The development of the organisation is based on training and optimisation as well as further development of our IT-platforms to improve the work processes.

Company Information

Company

NTG Nielsen & Sørensen A/S Vestermarksvej 3 Kliplev 6200 Aabenraa

Cvr-nr.	25 61 80 76
Municipality of reg. office	Aabenraa

Reporting period

01 January 2022 - 31 December 2022

Executive Board

Kim Kierstein Sørensen

Board of Directors

Jesper Ellegaard Petersen (Chairman) Christian Paul Dyander Jakobsen Kim Kierstein Sørensen Michael Larsen

Audit

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 2900 Hellerup

Financial highlights

DKK '000	2022	2021	2020	2019	2018
Key Figures					
Profit/loss					
Gross profit	24.603	19.055	22.449	17.169	16.570
Operating profit/loss	15.567	11.821	12.479	10.077	8.552
Net financials	811	189	219	228	13
Net profit/loss for the year	12.743	9.178	9.758	8.079	6.687
Balance sheet					
Balance sheet total	69.748	73.358	63.525	47.140	38.681
Equity	27.386	24.643	22.965	19.207	14.628
Investments in assets	487	884	662	470	924
Ratios					
Return on assets	22,3%	16,1%	19,6%	21,4%	22,1%
Solvency ratio	39,3%	33,6%	36,2%	40,7%	37,8%
Return on equity	49,0%	38,6%	46,3%	47,8%	50,7%

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts.

Explanation of financial ratios

Return on assets

Solvency ratio

Return on Equity

Profit before financials x 100 Total assets

Equity at year end x 100 Total assets

Net profit for the year x 100 average equity

Income Statement

DKK	Note	2022	2021
Gross profit	_	24.603.490	19.055.158
Staff costs	2	-8.773.732	-7.026.527
Depreciation, amortization and impairmen of intangible assets and property, plant and equipment		-263.208	-207.432
Profit/loss before financial income and expenses	_	15.566.550	11.821.199
Financial income	3	845.186	285.023
Financial costs	3	-34.134	-95.545
Profit/loss before tax	_	16.377.602	12.010.677
Tax on profit for the year	4	-3.634.535	-2.832.444
Net profit/loss for the year	_	12.743.067	9.178.233

Balance Sheet

Assets

DKK	Note	2022	2021
Property, plant and equipment			
Other fixtures and fittings, tools and equipment	5	1.119.035	1.019.855
		1.119.035	1.019.855
Fixed asset investments			
Other receivables		2.292.645	1.904.361
	_	2.292.645	1.904.361
Total fixed assets		3.411.680	2.924.216
Current assets			
Receivables			
Trade receivables		48.290.008	47.527.596
Receivables from Group companies		8.836.743	17.937.476
Other receivables		9.137.710	4.855.533
	_	66.264.461	70.320.605
Cash and cash equivalents		71.780	112.807
Total current assets	_	66.336.241	70.433.412
Total assets		69.747.921	73.357.628

Balance Sheet

Equity and Liabilities

ОКК	Note	2022	2021
Share capital	6	4.000.000	4.000.000
Retained earnings		10.643.118	10.643.118
Proposed dividend for the year		12.743.067	10.000.000
Total equity		27.386.185	24.643.118
Provisions			
Deferred tax liabilities	7	43.183	12.258
Other provisions		62.902	0
Total provisions		106.085	12.258
Short-term debt			
Trade payables		40.414.694	46.217.970
Payables to Group companies		228.985	0
Corporation tax, payable		49.458	515.248
Other payables		1.562.514	1.969.034
Total Short-term debt		42.255.651	48.702.252
Total equity, provisions and liabilities		69.747.921	73.357.628

1. Accounting policies

8. Proposed distribution of profit

9. Contingent liabilities and other financial obligations

10. Related parties

11. Subsequent events

Statement of Changes in Equity

2022

DKK	Share capital	Retained earnings	Proposed dividend for the year	Total equity
Equity at 1 January	4.000.000	10.643.118	10.000.000	24.643.118
Ordinary dividend paid	0	0	-10.000.000	-10.000.000
Net profit/loss for the year	0	0	12.743.067	12.743.067
Equity at 31 December	4.000.000	10.643.118	12.743.067	27.386.185

Statement of Changes in Equity, continued 2021

DKK	Share capital	Retained earnings	Proposed dividend for the year	Total equity
Equity at 1 January	4.000.000	11.464.885	7.500.000	22.964.885
Ordinary dividend paid	0	0	-7.500.000	-7.500.000
Net profit/loss for the year	0	-821.767	10.000.000	9.178.233
Equity at 31 December	4.000.000	10.643.118	10.000.000	24.643.118

Note 1 - Accounting policies

The Annual Report of NTG Nielsen & Sørensen A/S for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The Annual Report of NTG Nielsen & Sørensen A/S for 2021 was prepared in accordance with the provisions of the Danish Financial Statements Act applying to reporting class B. However, for 2022 the company have changed to a medium-sized enterprise of reporting class C as a result of organic growth. The transition has not resulted in changes to recognition and measurement of financial items but has resulted in additional information and notes.

The Company's Financial Statements are presented in DKK.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of NTG Nordic Transport Group A/S, the Company has not prepared a cash flow statement.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Leases

All leases are considered operating leases.

Payments made under operating leases are recognised in the incomse statement on a straight-line basis over the lease term

Translation policies

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 payement are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates 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

Revenue comprises sale of services and is recognised in the income statement provided that delivery and transfer of risk have been made to the purchaser by year end, and provided that the revenue can be measured reliably, and it is probable that the economic benefits relating to the sale will flow to the Company.

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.

Accrued revenue and accrued costs of services in progress at 31 December 2022 are presented on the line items trade receivables and trade payables, respectively. Accrued revenue is estimated and recognised when a sales transaction fulfils the criteria for revenue recognition, but no final invoice has yet been issued to the customer at the end of the reporting period. Accrued costs are estimated and recognised when supplier invoices relating to recognised revenue for the reporting period have yet to be received.

Direct expenses

Direct expenses comprise expenses incurred to achieve revenue for the year.

Other external expenses

Other external expenses comprise production costs and expenses for premises, sales and distribution as well as office expenses, etc.

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, direct expenses and other external expenses.

Staff costs

Staff expenses include wages and salaries, including compensated absence and pensions, as well as other social security contributions etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, decpreciation and impairment of property, plant and equipment.

Financial income and costs

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with NTG Nordic Transport Group A/S. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated 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.

Depreciations based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets which are:

Other fictures and fittings, tools and equipment 3-5 years

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 31,000 are expensed in the year of acquisition.

Impairment of fixed assets

Property, plant and equipment are tested for impairment whenever there are indications that an asset might be impaired. The impairment test is performed for each individual asset or group of assets, respectively. The assets are written down to the higher of the value in use and the net selleing price of the asset or group of assets (recoverable amount) if it is lower than the carrying amount.

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from disposal of the asset or the group of assets after the end of the useful life.

Receivables

Recievables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Equity - dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the onaccount taxation scheme are recognised in the income statement in financial income and expenses.

Liabilities

Other liabilities are measured at amortised cost, substantially corresponding to nominal value.

Financial statements 1. January - 31. December

Notes

Note 2 - Staff costs

DKK	2022	2021
Wages and salaries	8.053.086	6.392.463
Pensions	311.924	283.409
Other social security costs and other staff costs	408.722	350.655
Total	8.773.732	7.026.527
Average number of full time employees	19	18

Remuneration to the Executive Board has not been disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

Note 3 - Financial income and costs

DKK	2022	2021
Interest received from Group companies	147.176	161.973
Other financial income	674.569	123.050
Exchange adjustments	23.441	0
Total financial income	845.186	285.023
Interest paid to Group companies	0	7.509
Other financial costs	34.134	33.193
Exchange adjustments	0	54.843
Total financial costs	34.134	95.545

Note 4 - Tax on profit for the year

DKK	2022	2021
Current tax for the year	3.615.330	2.724.818
Deferred tax for the year	30.925	-52.344
Adjustment of tax concerning previous years	-11.720	159.970
Tax on profit for the year	3.634.535	2.832.444

Financial statements 1. January - 31. December

Note 5 - Property, plant and equipment

ДКК	Other fixtures and fittings, tools and equipment
Cost at 1 January	2.304.312
Additions for the year	483.125
Disposals for the year	-938.945
Cost at 31 December	1.848.492
Impairment losses and amortization at 1 January	1.284.463
Amortization for the year	263.208
Disposals during the year	-818.214
Impairment losses and amortization at 31 December	729.457
Carrying amount at 31 December	1.119.035

Note 6 - Equity

The share capital consists of 4.000.000 shares of a minimal value of DKK 1. No shares carry any special There have been no changes in the share capital during the last 5 years.

Note 7 - Deferred tax liability

DKK	2022	2021
Deferred tax asset at 1 january	12.258	64.602
Amounts recognised in the income statement of the year	30.925	-52.344
Deferred tax asset at 31 December	43.183	12.258
Note 8 - Proposed distribution of profit		
ОКК	2022	2021

Total distribution	12.743.067	9.178.233
Retained earnings	0	-821.767
Proposed dividend for the year	12.743.067	10.000.000

Financial statements 1. January - 31. December

Note 9 - Contingent liabilities, other financial obligations

DKK	2022	2021
Future lease payments on operating leases:		
Within 1 year	9.224.666	13.373.104
Between 1 and 5 years	13.706.517	21.494.267
Total	22.931.183	34.867.371

Other contingent liabilities:

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc of NTG Nordic Transport Group A/S. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Note 10 - Related party transactions

Controlling interest

NTG Nordic Transport Group A/S

Transactions

The company has chosen to only disclose transactions which have not been made on an arm's lenght basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent company

Name

NTG Nordic Transport Group A/S

Note 11 - Subsequent events

No subsequent event occurred after the balance sheet date.

s Act.

Basis

Parent Company

Place of registered office

Hvidovre, Denmark