

CONSTANTIA COPENHAGEN APS

Vejleåvej 46 DK-2635 Ishøj

CVR NR. 26 72 81 42

Annual report 2022

**Approved by the company's general
meeting on 10 of May 2023**


René Willy Nielsen

TABLE OF CONTENTS

| | Page |
|---|-------------|
| Entity details | 2 |
| Management Statement | 3 |
| Independent auditor's reports | 4 |
| Management commentary | 7 |
| Income statement | 9 |
| Balance sheet | 10 |
| Statement of changes in equity for 2022 | 12 |
| Notes | 13 |
| Accounting policies applied | 16 |

ENTITY DETAILS

Entity

Constantia Copenhagen ApS

Vejleåvej 46 DK-2635 Ishøj

Central Business Registration No: 26 72 81 42

Registered in: Ishøj

Financial year: 01.01.2022-31.12.2022

Phone: +4543560100

Website: www.cflex.com/locations/constantia-copenhagen-denmark

Executive Board

René Willy Nielsen, CEO

Matteo Rigon

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 København S

STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The Executive Board has today considered and approved the annual report of Constantia Copenhagen ApS for the financial year 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.

Ishøj 10 of May 2023

Executive Board



Rene Willy Nielsen
CEO



Matteo Rigon

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Constantia Copenhagen ApS

Opinion

We have audited the financial statements of Constantia Copenhagen ApS 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 of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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.

INDEPENDENT AUDITOR'S REPORT

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.

INDEPENDENT AUDITOR'S REPORT

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.

Copenhagen, 10 of May 2023

Deloitte

Statsautoriseret Revisionspartnerselskab

Business Registration No 33 96 35 56



Jan Larsen

State-Authorised Public Accountant

Identification number (MNE) mne16541

MANAGEMENT COMMENTARY

Financial Highlights

DKK'000

| Key figures: | 2022 | 2021 | 2020 | 2019 | 2018 |
|--|---------|---------|---------|---------|---------|
| Gross profit | 45.698 | 28.537 | 33.369 | 32.923 | 42.240 |
| Operating profit/loss | 23.573 | 7.861 | 13.533 | 12.242 | 18.186 |
| Net financials | 12.514 | 15.309 | 27.998 | 21.960 | 16.752 |
| Profit for the year | 33.447 | 19.762 | 38.972 | 31.677 | 31.270 |
| Total assets | 212.277 | 203.150 | 193.482 | 201.236 | 185.814 |
| Investments in property, plant, equipment and Leasehold improvements | 3.290 | 15.472 | 3.739 | 2.141 | 3.029 |
| Equity | 141.466 | 122.919 | 140.344 | 127.508 | 114.149 |
| Ratios (%): | | | | | |
| Return on equity | 25,3 | 15,0 | 29,1 | 26,2 | 26,9 |
| Equity ratio | 66,6 | 60,5 | 72,5 | 63,4 | 61,4 |

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

Ratios (%)

Calculation formula

Return on equity (The entity's return on capital invested in the entity by the owners)

Profit/loss for the year x 100
Average equity

Equity ratio (The financial strength of the entity)

Equity x 100
Total assets

MANAGEMENT COMMENTARY

Primary activities

The activities of the Entity are development, production and marketing of specialty lidding materials for the food processing industry as well as development and building of the machines and tools required in the production of die cut lidding materials.

Development in activities and finances

The income statement of the Entity for 2022 shows a profit of TDKK 33.447 and at 31 December 2022 the balance sheet of the Entity shows equity of TDKK 141.466.

In year 2022 the Entity had an increase in sold volumes (+7,2% in respect of 2021) due to new projects and new customers contribution, confirming a good competitiveness in the market. Cost growth is well balanced with higher volumes.

In addition, in year 2022 the Entity completed the sale of the building, which represented a further income on top of already good operational performances. In 2022 the Entity had once more a good contribution from the English subsidiary, which distributed 2Euro Million dividend.

Particular risks

Foreign exchange risks

The major currencies are DKK and EUR. Occasional major exposures in other currencies are covered by forward exchange contracts.

Credit risks

The credit risk related to all large customers is evaluated regularly. For many years, bad debts have been very limited.

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 2022

| <u>Note</u> | 2022 | 2021 |
|--|----------------|----------------|
| | <u>DKK'000</u> | <u>DKK'000</u> |
| 1 Gross profit | 45.698 | 28.537 |
| 2 Staff costs | -17.701 | -16.873 |
| Depreciation, amortisation and impairment losses | -4.424 | -3.803 |
| Operating profit | 23.573 | 7.861 |
| Income from investments in group enterprises | 14.883 | 16.362 |
| 3 Other financial income | 181 | 453 |
| 4 Other financial expenses | -2.550 | -1.506 |
| Profit before tax | 36.087 | 23.170 |
| 5 Tax on profit for the year | -2.640 | -3.408 |
| 6 Profit for the year | 33.447 | 19.762 |

BALANCE SHEET AT 31. DECEMBER 2022

ASSETS

| <u>Note</u> | 2022 <u>DKK'000</u> | 2021 <u>DKK'000</u> |
|--|------------------------|------------------------|
| Land and buildings | 0 | 3.305 |
| Plant and machinery | 12.580 | 13.837 |
| Other fixtures and fittings, tools and equipment | 670 | 189 |
| Leasehold improvements | <u>8.287</u> | <u>8.645</u> |
| 7 PROPERTY, PLANT AND EQUIPMENT | <u>21.537</u> | <u>25.976</u> |
| Investments in group enterprises | <u>137.365</u> | <u>137.365</u> |
| 8 FIXED ASSET INVESTMENT | <u>137.365</u> | <u>137.365</u> |
| TOTAL FIXED ASSETS | <u>158.902</u> | <u>163.341</u> |
| Raw materials and consumables | <u>14.196</u> | <u>11.283</u> |
| INVENTORIES | <u>14.196</u> | <u>11.283</u> |
| Trade receivables | 22.111 | 20.967 |
| Receivables from group enterprises | 465 | 137 |
| Other receivables | <u>1.272</u> | <u>2.291</u> |
| RECEIVABLES | <u>23.848</u> | <u>23.395</u> |
| CASH | <u>15.331</u> | <u>5.131</u> |
| TOTAL CURRENT ASSETS | <u>53.375</u> | <u>39.809</u> |
| TOTAL ASSETS | <u><u>212.277</u></u> | <u><u>203.150</u></u> |

BALANCE SHEET AT 31. DECEMBER 2022

EQUITY AND LAIBILITIES

| <u>Note</u> | 2022 | 2021 |
|--|------------------------------|------------------------------|
| | <u>DKK'000</u> | <u>DKK'000</u> |
| 9 Contributed capital | 3.280 | 3.280 |
| Proposed dividend | 18.750 | 14.900 |
| Retained earnings | <u>119.436</u> | <u>104.739</u> |
| EQUITY | <u>141.466</u> | <u>122.919</u> |
| | | |
| Deferred tax | <u>541</u> | <u>1.146</u> |
| PROVISIONS | <u>541</u> | <u>1.146</u> |
| | | |
| Trade payables | 4.241 | 2.634 |
| Payables to group enterprises | 61.593 | 72.323 |
| Income tax payable | 1.860 | 1.923 |
| 10 Other payables | <u>2.576</u> | <u>2.205</u> |
| CURRENT LIABILITIES OTHER THAN PROVISIONS | <u>70.270</u> | <u>79.085</u> |
| | | |
| LIABILITIES OTHER THAN PROVISIONS | <u>70.270</u> | <u>79.085</u> |
| | | |
| LIABILITIES AND EQUITY | <u><u>212.277</u></u> | <u><u>203.150</u></u> |
| | | |
| 11 Unrecognised rental and lease commitments | | |
| 12 Group Relations | | |

STATEMENT OF CHANGES IN EQUITY FOR 2022

| | Contributed capital <u>DKK'000</u> | Retained earnings <u>DKK'000</u> | Proposed dividend <u>DKK'000</u> | Total <u>DKK'000</u> |
|---------------------------|---|---|---|---------------------------------|
| Equity beginning of year | 3.280 | 104.739 | 14.900 | 122.919 |
| Dividend paid | 0 | 0 | -14.900 | -14.900 |
| Profit/loss for the year | 0 | 14.697 | 18.750 | 33.447 |
| Equity end of year | <u>3.280</u> | <u>119.436</u> | <u>18.750</u> | <u>141.466</u> |

NOTES

1 Gross profit

Gross result includes other income of DKK'000 8.195. The amount relates to profit from sale of property.

| | 2022 <u>DKK'000</u> | 2021 <u>DKK'000</u> |
|--|------------------------|------------------------|
| 2 Staff costs | | |
| Wages and salaries | 15.178 | 14.555 |
| Pension costs | 1.105 | 1.116 |
| Other social security costs | 628 | 492 |
| Other staff costs | 790 | 710 |
| | <u>17.701</u> | <u>16.873</u> |
| Average number of employees: 25 (2021:26). | | |
| Total amount for management categories | <u>1.684</u> | <u>1.731</u> |
| 3 Other financial income | | |
| Other financial income | <u>181</u> | <u>453</u> |
| | <u>181</u> | <u>453</u> |
| 4 Other financial expenses | | |
| Financial expenses from group enterprises | 1.004 | 817 |
| Other financial expenses | <u>1.546</u> | <u>689</u> |
| | <u>2.550</u> | <u>1.506</u> |
| 5 Tax on profit for the year | | |
| Tax on current year taxable income | 2.640 | 2.395 |
| Change in deferred tax for the year | -605 | 506 |
| Adjustment concerning previous years | <u>605</u> | <u>507</u> |
| | <u>2.640</u> | <u>3.408</u> |
| 6 Proposed distribution of profit/loss | | |
| Extrordinary dividend for the financial year | 0 | 37.187 |
| Proposed dividend | 18.750 | 14.900 |
| Retained earnings | <u>14.697</u> | <u>-32.325</u> |
| | <u>33.447</u> | <u>19.762</u> |

NOTES

| | Land and building <u>DKK'000</u> | Plant and machinery <u>DKK'000</u> | Other fixtures and fittings, tools and equipment <u>DKK'000</u> | Lease- hold impro- vements <u>DKK'000</u> |
|---|--|---|--|---|
| 7 Property, plant and equipment | | | | |
| Cost beginning of year | 9.307 | 36.257 | 4.281 | 8.855 |
| Disposals | -9.307 | 0 | 0 | 0 |
| Additions | 0 | 1.691 | 1.342 | 257 |
| Cost end of year | <u>0</u> | <u>37.948</u> | <u>5.623</u> | <u>9.112</u> |
| Depreciation and impairment losses beginning of the year | -6.002 | -22.420 | -4.092 | -210 |
| Reversal regarding disposals | 6.002 | 0 | 0 | 0 |
| Depreciation for the year | 0 | -2.948 | -861 | -615 |
| Depreciation and impairment losses end of the year | <u>0</u> | <u>-25.368</u> | <u>-4.953</u> | <u>-825</u> |
| Carrying amount end of year | <u>0</u> | <u>12.580</u> | <u>670</u> | <u>8.287</u> |
| Carrying amount beginning of year | <u>3.305</u> | <u>13.837</u> | <u>189</u> | <u>8.645</u> |
| | | | Investments in group enterprises | |
| 8 Fixed asset investments | | | <u>DKK'000</u> | |
| Cost beginning of year | | | <u>151.057</u> | |
| Cost end of year | | | <u>151.057</u> | |
| Impairment losses beginning of year | | | <u>-13.692</u> | |
| Impairment losses end of year | | | <u>-13.692</u> | |
| Carrying amount end of year | | | <u>137.365</u> | |
| Investments in group enterprises comprise: | Result | Equity | Equity <u>interest</u> | |
| Constantia Sittingbourne Ltd.(UK) | 19.620 | 169.887 | 100 % | |

NOTES

| 9 Contributed capital | <u>Number</u> | <u>Par value DKK'000</u> | <u>Nominal value DKK'000</u> |
|------------------------------|---------------|------------------------------|--------------------------------------|
| Shares | 3.280 | 1.000 | 3.280 |

| 10 Other payables | <u>2022 DKK'000</u> | <u>2021 DKK'000</u> |
|---|-------------------------|-------------------------|
| Wages and salaries, personal income taxes, social security costs, | 0 | 428 |
| Holiday pay obligation | 731 | 598 |
| Other costs payable | 1.845 | 1.179 |
| | <u>2.576</u> | <u>2.205</u> |

| 11 Unrecognised rental and lease commitments | <u>DKK'000</u> |
|---|----------------|
| Within 1 year | 3.513 |
| Between 1 and 5 years | 14.052 |
| More than 5 years | 29.679 |
| Total | <u>47.244</u> |

12 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: Constantia Flexibles Holding GmbH.

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: Constantia International GmbH.

The consolidated financial statements are available at Constantia Copenhagen ApS, Vejleåvej 46, 2635 Ishøj, Denmark.

ACCOUNTING POLICIES APPLIED

Reporting class

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

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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, other operating income, cost of raw materials and consumables, external expenses and gains and losses from the sale of property, plant and equipment.

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.

ACCOUNTING POLICIES APPLIED

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 ordinary 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 as well as social security contributions, pension contributions, etc. for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividends etc received from the individual group enterprises in the financial year.

Other financial income

Other financial income comprises dividends etc. received on other investments, interest income, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as 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 losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as 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.

ACCOUNTING POLICIES APPLIED

Balance sheet

Property, plant, equipment and leasehold improvements

Land and buildings, plant and machinery, leasehold improvements as well as 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. For assets held under finance leases, cost is the lower of the asset's fair value and present value of future lease payments.

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:

| | |
|--|------------|
| Production buildings | 5-25 years |
| Plant and machinery | 3-9 years |
| Other fixtures and fittings, tools and equipment | 5-12 years |
| leasehold improvements | 15 years |

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

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 measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

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.

ACCOUNTING POLICIES APPLIED

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.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of, depreciation of and impairment losses relating to machinery, factory buildings and equipment used in the manufacturing process as well as costs of factory administration and management. Finance costs are not included in cost.

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.

Cash

Cash comprises cash in hand and bank deposits.

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.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets 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.

Other financial liabilities

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

ACCOUNTING POLICIES APPLIED

Income tax receivable or payable

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.

Cash flow statement

Referring to section 86 of the Danish Financial Statements Act, Constantia Copenhagen ApS has not prepared any cash flow statement.