Leighton Foods A/S

Blomstervej 16, DK-8381 Tilst CVR no. 27 39 21 48

Annual report 2023 (20th financial year)

Lan Windhy

The annual report was presented and approved at the Company's annual general meeting which was held on 9 April 2024 Chair of the meeting:

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review Financial highlights Business review	5 5 6
Financial statements 1 January - 31 December Income statement Balance sheet Statement of changes in equity Cash flow statement Notes	7 7 8 10 11

Erling Eski dsen

Statement by the Board of Directors and the Executive Board

We have discussed and approved the annual report of Leighton Foods A/S for 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2023 and of the results of its operations and cash flows for the financial year 1 January -31 December 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the management review.

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

Tilst, 9 April 2024 **Executive Board:**

Board of Directors:

Jørn Ankær Thomsen Chairman

Harald Keul

Kenneth Eskildsen

2

Independent auditor's report

To the shareholders of Leighton Foods A/S

Opinion

We have audited the financial statements of Leighton Foods A/S for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity, cash flow statement and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

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

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit conducted in accordance with ISAs and 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.

Independent auditor's report

- 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 note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Aarhus, 9 April 2024

EY Godkendt Reyisionspartnerselskab

CVR no. 30 70 02 2

Claus Hammer-Pedersen State Authorised

Public Accountant mne21334

Management's review

Financial highlights

DKK'000	2023	2022	2021	2020	2019
Key figures					
Gross profit	41,263	18,794	22,866	22,848	20,778
Ordinary operating profit	25,518	3,821	8,457	10,182	7,874
Profit/loss from financial income and				A	50 OF 37 SEC. 15.
expenses	-1,943	596	738	-466	555
Profit for the year	18,400	3,473	7,159	7,562	6,548
Total assets	118,753	119,295	83,886	65,518	61,415
Investment in property, plant and					
equipment	10,212	46,125	11,711	18,180	8,543
Equity	63,705	45,305	43,832	41,673	39,111
Financial ratios					
Equity ratio	53.3%	38.0%	52.3%	63.6%	63.7%
Return on equity	34.5%	7.8%	16.7%	18.7%	18.3%
Average number of full-time					
employees	41	38	37	35	30

The financial ratios are calculated as follows:

Equity ratio

Equity, year-end x 100 Total equity and liabilities, year-end

Return on equity

Profit after tax x 100 Average equity

Management's review

Business review

The objective of the Company is to trade in and manufacture wraps, tortilla snacks, and related traded products.

Financial review

Profit for the year before tax totalled DKK 23,575 thousand, which is considered satisfactory and is based on new customer leads and additional business with new customers on wraps and traded goods from Europe, the USA and Mexico.

The investment in a new production line gave us the flexibility to pursue new sales leads and to strengthen our market development within the tortilla wrap segment. Cheese sauce, imported from the USA is growing tremendously and allowed us to obtain considerable growth in the category which had an important impact on the bottom line result.

Profit for the year after tax totalled DKK 18,400 thousand, which is up on expectations for the results after tax of DKK 4,000 thousand due to the above circumstances.

Equity then totalled DKK 63,705 thousand. Dividend is proposed for DKK 10,000 thousand.

Outlook

Revenue for the year, which showed a positive development compared to 2022 is expected to decrease in 2024 due to ongoing, demanding discussions with all our customers for a price reduction. We expect a revenue decrease of approx. 8% in total. Salaries are increasing due to labour union increase of about 5.5%.

The overall positive global market tendency in the TxMx category allows us to predict a continued positive development in this category.

Investments in future capacity and market development continue in 2024 and consequently, the Company expects to report a positive, but lower profit for 2024 than the one realised in 2023. Profit after tax for 2024 is thus expected in the range of DKK 10,000 - 15,000 thousand.

Development activities

We continuously develop our products to adjust to the trends and what is popular at the present time. New products are designed, ready to launch and are already offered to our customers. New customers for our core products so as for NPD projects already signed in and will contribute to our success in 2024.

Events after the balance sheet date

No significant events have occurred after the balance sheet date affecting the evaluation of the Company's financial position and the annual report for 2023.

Income statement

Note	DKK'000	2023	2022
2	Gross profit Selling and distribution costs Administrative expenses	41,263 -5,209 -10,536	18,794 -5,364 -9,609
	Profit before net financials, etc. Financial income Financial expenses	25,518 330 -2,273	3,821 1,220 -624
3	Profit before tax Tax on profit for the year	23,575 -5,175	4,417 -944
	Profit for the year	18,400	3,473
	Appropriation of profit/loss		
	Proposed dividend Retained earnings	10,000 8,400	0 3,473
		18,400	3,473

Balance sheet

Note	DKK'000	2023	2022
4	ASSETS Fixed assets Property, plant and equipment		
	Leasehold improvements	10,166	9,618
	Plant and machinery	69,239	25,486
	Fixtures and fittings and other plant	270	102
	Property, plant and equipment in the course of construction	413	45,670
	Total fixed assets	80,088	80,876
	Non-fixed assets Inventories		
	Raw materials and consumables	7,696	10,287
	Finished goods and goods for resale	5,194	2,379
	_	12,890	12,666
	Receivables		
	Trade receivables	20,316	16,626
	Other receivables	3,322	6,219
		23,638	22,845
	Cash	2,137	2,908
	Total non-fixed assets	38,665	38,419
	TOTAL ASSETS	118,753	119,295

Balance sheet

Note	DKK'000	2023	2022
5	EQUITY AND LIABILITIES Equity Share capital Retained earnings Proposed dividends	500 53,205 10,000	500 44,805 0
	Total equity	63,705	45,305
6	Provisions Deferred tax	1,808	978
7	Liabilities Non-current liabilities Finance lease obligations	25,786	28,677
7	Current liabilities Finance lease obligations Bank loans and overdrafts Trade payables Payables to group entities Prepayments from customers Other payables	3,946 1,431 13,917 4,292 539 3,329	3,899 20,846 13,459 2,298 340 3,493
		27,454	44,335
	Total liabilities	53,240	73,012
	TOTAL EQUITY AND LIABILITIES	118,753	119,295

¹ Accounting policies

⁸ Staff matters

⁹ Contingent liabilities and contractual obligations 10 Mortgages and collateral 11 Related parties

Statement of changes in equity

Note	DKK'000	Share capital	Retained earnings	Proposed dividends	Total
12	Balance at 1 January 2022 Dividends paid Appropriation of profit/loss	500 0 0	41,332 0 3,473	2,000 -2,000 0	43,832 -2,000 3,473
	Balance at 31 December 2022	500	44,805	0	45,305
12	Balance at 1 January 2023 Appropriation of profit/loss	500	44,805 8,400	10,000	45,305 18,400
	Balance at 31 December 2023	500	53,205	10,000	63,705

Cash flow statement

Note	DKK'000	2023	2022
13 14	Profit for the year Adjustments Changes in working capital	18,400 18,118 -1,079	3,473 8,585 -2,388
	Cash generated from operations (operating activities) before financial income and expenses and tax Interest income and expenses	35,439 -1,943	9,670 596
	Cash flows from operating activities before tax Corporation tax paid	33,496 -1,796	10,266 -1,751
	Cash flows from operating activities	31,700	8,515
	Acquisition of property, plant and equipment Disposal of property, plant and equipment	-9,357 0	-27,529 0
	Cash flows from investing activities	-9,357	-27,529
	Repayment of finance lease commitments Proceeds from the raising of new financial lease commitments Change of operating credits in banks Distributed dividend	-3,699 0 -19,415	-2,949 15,600 -162 -2,000
	Cash flows from financing activities	-23,114	10,489
	Cash flows for the year Cash and cash equivalents, beginning of year	-771 2,908	-8,525 11,433
	Cash and cash equivalents, year end	2,137	2,908

The cash flow statement cannot be directly derived from the other components of the financial statements.

Notes

1 Accounting policies

The annual report of Leighton Foods A/S for 2023 has been prepared in accordance with the provisions applying to medium-sized reporting class C entities under the Danish Financial Statements Act.

The financial statements have been prepared in accordance with the same accounting policies as last year.

Income statement

Revenue

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

Income from the sale of goods for resale and finished goods is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

Gross profit

In accordance with the Danish Financial Statements Act, revenue, production costs and other operating income have been aggregated in gross profit.

Distribution costs

Costs incurred in distributing goods sold during the year and in conducting sales campaigns, etc., during the year are recognised as distribution costs. Also, costs relating to sales staff, advertising, exhibitions and depreciation are recognised as distribution costs.

Administrative expenses

Administrative expenses comprise expenses paid in the year to manage and administer the Company, including expenses related to administrative staff, office premises, office expenses and amortisation and depreciation.

Financial income and expenses

Financial income and expenses comprise interest, expenses relating to finance lease as well as realised and unrealised gains and losses on transactions denominated in foreign currencies, etc.

Interest expense and other borrowing costs to finance intangible assets and property, plant and equipment and which relate to the production period are not recognised in cost of the assets.

Notes

1 Accounting policies (continued)

Tax for the year

The Company is subject to the Danish rules on compulsory joint taxation of the Givesco Group's Danish subsidiaries. Givesco A/S is the administration company under the joint taxation and accordingly pays all corporation taxes to the tax authorities.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

Tax for the year comprises joint taxation contribution and changes in deferred tax for the year due to changes in the tax rate. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Property, plant and equipment

Assets are measured at cost less accumulated depreciation.

Leasehold improvements, plant and machinery and fixtures and fittings and other plant are measured at cost less accumulated depreciation and impairment losses. The basis of depreciation is cost less any expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets and any residual value. The expected useful lives are 3-20 years.

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

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

Depreciation is recognised in the income statement as production costs, distribution costs and administrative expenses, respectively.

Notes

1 Accounting policies (continued)

Leases

The Company has chosen IAS 16 as interpretation for leases.

On initial recognition, leases for assets that transfer substantially all the risks and rewards incident to ownership to the Company (finance leases) are measured in the balance sheet at the lower of fair value and the net present value of future lease payments. In calculating the net present value, the interest rate implicit in the lease or the incremental borrowing rate is used as discount factor. Assets held under finance leases are subsequently accounted for as the Company's other assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

All other leases are considered operating leases. Payments relating to operating leases and any other leases are recognised in the income statement over the term of the lease. The Company's total liabilities relating to operating leases and rent agreements are disclosed under "Contingencies, etc.".

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct labour and production overheads.

The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and developments in the expected selling price.

Receivables

Receivables are recognised at amortised cost, which in all material respects corresponds to nominal value. Write-down is made for bad debt losses to the extent necessary.

Dividend

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

Notes

1 Accounting policies (continued)

Income tax and deferred tax

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Receivables from group entities" or as "Payables to group entities".

Deferred tax is measured using the statement of financial position liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities. However, deferred tax is not recognised on temporary differences that arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Payables

Financial liabilities are recognised at amortised cost. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are recognised at net realisable value.

Foreign exchange

Receivables and payables denominated in foreign currencies are translated into Danish kroner at the exchange rates at the balance sheet date. Both realised and unrealised capital gains and losses are recognised in the income statement.

Cash flow statement

The cash flow statement shows the Company's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the profit/loss for the year adjusted for non-cash operating items, changes in working capital, interest received and paid regarding operations as well as corporation tax paid. Interest received is classified as cash flows from operating activities.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of intangible assets, property, plant and equipment and investments.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt and payment of dividend to shareholders.

Notes

1 Accounting policies (continued)

Transactions with no cash flow effect

Transactions with no cash flow effect, such as e.g. the entering into finance leases, are not included in the cash flow statement. Significant transactions with no cash flow effect are disclosed in the notes.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a remaining term of three months or less that are subject to only minor risks of changes in value.

	DKK'000	2023	2022
2	Depreciation and impairment losses		
	Depreciation and impairment losses are included in the below items:		
	Gross profit Administrative expenses	10,985 15	8,228 9
		11,000	8,237
3	Tax on profit for the year Corporation tax (for the year) Adjustment of deferred tax for the year	4,345 830	1,778 -834
	Tax on profit for the year	5,175	944

Notes

4 Property, plant and equipment

DKK'000	Leasehold improve- ments	Plant and machinery	Fixtures and fittings and other plant	Property, plant and equipment in the course of construc- tion	Total
Cost at 1 January 2023	9,618	78,929	252	45,670	134,469
Transferred	0	45,670	0	-45,670	0
Additions for the year	1,017	8,561	221	413	10,212
Disposals for the year	0	-1,633	0	0	-1,633
Cost at 31 December 2023	10,635	131,527	473	413	143,048
Depreciation at 1 January 2023	0	-53,443	-150	0	-53,593
Depreciation for the year Depreciation, disposals for the	-469	-10,478	-53	0	-11,000
year	0	1,633	0	0	1,633
Depreciation at 31 December 2023	-469	-62,288	-203	0	-62,960
Carrying amount at 31 December 2023	10,166	69,239	270	413	80,088
Thereof finance leases	0	27,783	0	0	27,783

5 Share capital

The share capital consists of shares of DKK 1,000 each or multiples thereof. The share capital has remained unchanged for the past five years.

6 Deferred tax

Deferred tax relates to operating equipment and inventories.

DKK'000	2023	2022
Deferred tax at 1 January	978	1,812
Adjustment in the year of deferred tax	830	-834
Deferred tax at 31 December	1,808	978

Notes

8

7 Non-current liabilities

Non-current liabilities fall due as stated below:

DKK'000		Finance lease
Within 1 year		3,946
Between 1 and 5 years		16,823
After 5 years		8,963
		29,732
Staff matters DKK'000	2023	2022
Wages and salaries	22,370	20,488
Pension contributions	1,752	1,393
Other social security costs	631	613
	24,753	22,494
Average number of employees	41	38

By reference to section 98b(3), (II) of the Danish Financial Statement Act, remuneration to Management is not disclosed.

9 Contingent liabilities and contractual obligations

The Company is jointly taxed with other Danish companies in the Givesco Group. As jointly taxed company, which is not wholly owned, the Company has limited and secondary liability for Danish income taxes within the joint taxation unit. The jointly taxed entities' total known net liabilities to SKAT are stated in the financial statements of the administration company, (Givesco A/S, CVR no. 89 38 17 11). Any subsequent corrections of joint taxation income, etc., may entail that the Company's liability will increase.

The Company has entered into operating leases with a residual lease obligation of DKK 718 thousand.

The Company has a lease contract with a group entity with yearly lease commitments of DKK 2.7 million.

10 Mortgages and collateral

Lease assets with a carrying amount of DKK 27,783 thousand have been provided as security for lease liabilities of DKK 29,732 thousand.

Notes

11 Related parties

Ownership

The below shareholders have ownership interests of 5% or more:

Danish Industrial Equipment A/S, Svinget 24, DK-7323 Give Harald Peter Keul, Germany.

Danish Industrial Equipment A/S exercises control.

Group structure

12

The Company is included in the consolidated financial statements of Givesco A/S, Give and Jens og Mary Antonie Eskildsens Mindefond, Give.

Transactions with related parties DKK'000	2023	2022
Sale of goods to group entities	4,906	3,974
Sale of goods to associates over which the Givesco Group exercises		
significant influence	2,055	2,220
Goods purchased from group entities	23,004	17,874
Goods purchased from associates over which the Givesco Group exercises		
significant influence	13,215	15,667
Rent paid to group entities	2,876	2,547
Purchase of group services from group entities	381	1,211
Purchase of fixed assets from group entities	75	0
Payables to group entities	4,292	2,298
Receivables from associates over which the Givesco Group exercises		
significant influence	14	3
Payables to associates over which the Givesco Group exercises significant		
influence	2,140	2,406
Appropriation of profit/loss		
Proposed profit appropriation:		
DKK'000	2023	2022
Proposed dividends	10,000	0
Transferred to equity reserve	8,400	3,473
	18,400	3,473

Notes

	DKK'000	2023	2022
13	Cash flow statement - adjustments Financial income and expenses Depreciation of property, plant and equipment, amortisation of intangible	1,943	-596
	assets and impairment losses	11,000	8,237
	Tax for the year	5,175	944
		18,118	8,585
14	Cash flow statement – changes in working capital		
	Changes in receivables	-972	-3,399
	Changes in inventories	-224	-2,647
	Changes in trade and other payables	117	3,658
		-1,079	-2,388