



Revisionsfirmaet Bayer

Modiform Nordic A/S

Læssøegade 215
5230 Odense M

Financial Statements for 2023

Approved at the shareholders meeting, 2024

Chair

2.0



Company information

The Company

Modiform Nordic A/S
c/o Rosgaard Plants A/S
Læssøegade 215
5230 Odense M

CVR-nr.: 27 56 01 64
Financial year: 1 January – 31 December
Municipality of registration: Odense kommune

**Bestyrelse
Board of directors**

Peter Linthorst
Benedictus van Heugten
Celis Groothuis
Jesper Rosgaard
Pieter van Keulen

**Direktion
Management**

Peter Linthorst
Benedictus van Heugten

Auditor

Revisionsfirmaet Bayer
Statsautoriseret revisionsanpartsselskab
Prøvestensvej 19
3450 Allerød



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Management's Statement on the Annual Report

The Board of Directors and management have presented the Annual Report of Modiform Nordic A/S for 2023 today.


The Annual Report is prepared following the Danish Financial Statements Act.

We consider the accounting policies applied appropriate, and in our opinion, the Annual Report gives a true and fair view of the company's financial position as of 31 December 2023 and the result of its operations during 2023.


We recommend adopting the Annual Report at the shareholders' meeting.

Odense, 25 June 2024

Management



Peter Linthorst
direktør



Benedictus van Heugten
direktør

Board of directors



Peter Linthorst



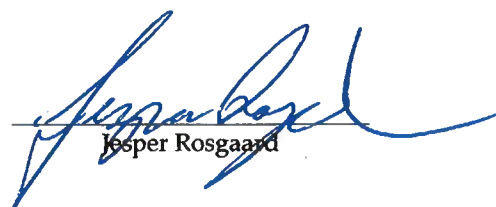
Ellis Groothuis



Benedictus van Heugten



Pieter van Keulen



Jesper Rosgaard



Management's review

The Annual Accounts for Modiform Nordic A/S for 2023 have been prepared and are presented under the regulations for class B entities in the Danish Financial Statements Act with specific additions from the rules for class C entities.

Substantial activities of the company

The company earns its revenue from marketing the parent company's products and related products from other vendors in the Scandinavian market.

Development during 2023 and prospects for 2024

When looking back to 2023 Modiform Nordic A/S was faced with a decline of sales in the Nordic region.

During 2023 the effect of quickly rising prices for materials and energy, high inflation and instability within Europe, gave an effect of declining sales and lower demand in the horticulture sector. The immediate effect is a loss for the company in 2023.

With reference to the closed financial year we, as management, face a challenge and have a goal in increasing the sales and realize profits in near future.

Decisions are made within the group of companies, to which Modiform Nordic A/S belongs, with strategy changes for the short and long term. In this strategy the Nordic region, i.e. Modiform Nordic A/S, is a focus area. Innovative projects, leads and cooperations with other parties are on track and management of the parent company is involved to have the plans succeeded. Also, there is a full focus on the retail sector, as we all know, not only in our sector, that decisions are made by the retailers.

At start of 2024 we see that prices are more stable, and the horticulture sector is recovering. For Modiform Nordic A/S we see growth of sales. This gives us a positive feeling about future developments. With that in mind we consider Modiform Nordic A/S is a going concern. The parent company, Modiform B.V., will continue to provide adequate financial support, when needed, to ensure the operational existence of Modiform Nordic A.S for the foreseeable future.



The independent auditor's report

To the shareholders of Modiform Nordic A/S

Opinion

We have audited the Financial Statements of Modiform Nordic A/S for the financial year 1 January to 31 December 2023, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies, for the company. 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 company's financial position on 31 December 2023 and of the results of the company's operations for the financial year 1 January to 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 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' 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 rules and 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.

Material uncertainty about going concern assumption.

Referring to the section *Uncertainty of the conditions for the operation during 2024* of Note 1 to the accounts, and the description in the section *Development in 2023 and prospects for 2024* of the management's review on page 5, it is vital for the continuing of the operation in 2024 and thereby for the going concern assumption of the Financial Statements, that sufficient funds are available when needed and description of means intended to secure that that.

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 Statement in its entirety is 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 of accounting information taken based on 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 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



The independent auditor's report

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.

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; we conclude that 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 Management's Review.

Allerød, 25 June 2024

Revisionsfirmaet Bayer ApS

statsautoriseret revisionsvirksomhed

CVR nr. 15 20 25 80

Hans Christian Bayer

Hans Christian Bayer

State Authorized Public Accountant (Denmark)

mne2747







Income statement

1 January – 31 December

	Note	2023 €	2022 €
Gross profit	2	87.519	167.667
Staff costs	3	- 137.067	- 133.114
Profit before finance		- 49.548	34.553
Financial income		152	0
Profit before tax		- 49.396	34.553
Income tax	4	10.776	- 7.882
Net result		- 38.620	26.671
Proposed distribution of profits:			
Proposed dividend		0	0
To be carried forward		- 38.620	26.671
		- 38.620	26.671



Balance

31 December

Assets

	Note	2023 €	2022 €
Fixed assets		0	0
Receivables from related entities		106.366	60.351
Other debtors	5	18.027	2.260
Debtors		124.393	62.611
Cash and cash equivalents		37.023	143.270
Current assets		161.416	205.881
Assets		161.416	205.881



Liabilities

	Note	2023 €	2022 €
Share capital		67.088	67.236
Retained profit		70.042	108.514
Equity		137.130	175.750
Trade creditors		6.778	11.496
Accrued company tax		0	6.009
Other creditors		17.508	12.626
Liabilities	6	24.286	30.131
Total Equity and liabilities		161.416	205.881



Equity specification

The equity and changes therein are specified as follows:

	<u>Year start</u>	<u>Profit distribution</u>	<u>Year end</u>
Share capital	67.236	- 148	67.088
Retained profit	<u>108.514</u>	<u>- 38.472</u>	<u>70.042</u>
	<u>175.750</u>	<u>- 38.620</u>	<u>137.130</u>



Notes

Note 1 Basis of accounting

The Financial Statements for Modiform Nordic A/S for 2023 have been prepared and are presented under the regulations for class B entities in the Danish Financial Statements Act with specific additions from the rules for class C entities.

Recognition and measurement

The company overall uses the generally accepted accounting principles as described in the Financial Statements Act.

Foreign Currency Translation

Transactions in foreign currencies are translated to EUR at the transaction date rate. Balance items in foreign currency are translated at the currency rate of the balance date.

Uncertainty about conditions for the operations during 2024.

Management is aware of the challenge to have enough funds in the company from start of 2024.

With the parent company is made a plan/strategy for short and long term with reference to support and liquidity needed. The parent company promised that funds will be available for Modiform Nordic A/S when needed and will do what is needed to have sufficient liquidity in the company.

Note 2 Gross profit

Following section 32 of the Financial Statements Act, the management has decided not to disclose the revenue, cost of sales and other external expenses but only a total of these as Gross Profit.

Revenue from commissions is recognized in the income statement when deliveries of the goods in the underlying contract have been made and the risk of the goods transferred to the customer.

Note 3 Staff costs

	2023 €	2022 €
Salaries	135.151	131.446
Pension contributions	0	0
Social security costs	1.916	1.668
	137.067	133.114
Number of full-time employees	2,0	2,0

Note 4 Income tax

	2023 €	2022 €
Tax of this year's income	+ 10.782	- 7.882
Adjustment of tax from previous year	- 6	0
	+ 10.776	- 7.882

The tax for the year consists of the tax of the taxable income and the change in the deferred tax. The tax relating to the result for the year is included in the profit and loss account, whereas the tax relating to equity entries is recognized directly in the equity.



Notes

Note 5 Other debtors

	<u>2023 €</u>	<u>2022 €</u>
VAT receivable	5.501	2.260
Prepaid tax	1.744	0
Negative deferred tax	<u>10.782</u>	<u>0</u>
	<u>18.027</u>	<u>2.260</u>

Note 6 Liabilities

No part of the liabilities is due after one year.