

# **Morbelli-Zinck Holding ApS**

Vigerslev Alle 370, 2650 Hvidovre

Company reg. no. 30 69 90 41

## **Annual report**

**1 January - 31 December 2022**

The annual report was submitted and approved by the general meeting on the 22 June 2023.

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**Jean-Luc Morbelli**  
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

## **Management's statement**

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Today, the Executive Board has approved the annual report of Morbelli-Zinck Holding ApS for the financial year 1 January - 31 December 2022.

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

We consider the chosen accounting policy to be appropriate, and 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.

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

We recommend that the annual report be approved at the Annual General Meeting.

Hvidovre, 22 June 2023

### **Executive board**

Jean-Luc Paul Morbelli

Bente Merete Zinck

## Independent auditor's report

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### To the Shareholders of Morbelli-Zinck Holding ApS

#### Opinion

We have audited the financial statements of Morbelli-Zinck Holding ApS for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under 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 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.

#### 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.

#### Management's Responsibilities for the Financial Statements

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

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

#### Auditor's Responsibilities for the Audit of the Financial Statements

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

## Independent auditor's report

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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.

### 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.

## **Independent auditor's report**

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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.

Copenhagen, 22 June 2023

### **Grant Thornton**

State Authorised Public Accountants  
Company reg. no. 34 20 99 36

### **Peter Birk Stokholm**

State Authorised Public Accountant  
mne48468

## Company information

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### The company

Morbelli-Zinck Holding ApS  
Vigerslev Alle 370  
2650 Hvidovre

Company reg. no. 30 69 90 41  
Established: 2 July 2007  
Domicile: Hvidovre  
Financial year: 1 January - 31 December

### Executive board

Jean-Luc Paul Morbelli  
Bente Merete Zinck

### Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab  
Stockholmsgade 45  
2100 København Ø

### Subsidiary

Terra Navtica S.A.S, France

## **Management's review**

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### **Description of key activities of the company**

The company's principal activity is to hold ownership in subsidiaries and other companies and related services.

### **Uncertainties connected with recognition or measurement**

There has been no uncertainty in recognition or measurement.

### **Unusual circumstances**

In the financial year there has been no unusual circumstances.

### **Development in activities and financial matters**

Income or loss from ordinary activities after tax totals DKK -133.342 against DKK -67.069 last year. Management considers the net profit or loss for the year unsatisfactory.

### **Events occurring after the end of the financial year**

No events have occurred after the end of the financial year that could significantly affect the company's financial position.



## Income statement 1 January - 31 December

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All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
<b>Gross profit</b>	<b>-21.150</b>	<b>-20.550</b>
1 Other financial expenses	-147.651	-64.229
<b>Pre-tax net profit or loss</b>	<b>-168.801</b>	<b>-84.779</b>
2 Tax on net profit or loss for the year	35.459	17.710
<b>Net profit or loss for the year</b>	<b>-133.342</b>	<b>-67.069</b>
<b>Proposed distribution of net profit:</b>		
Dividend for the financial year	117.800	114.400
Allocated from retained earnings	-251.142	-181.469
<b>Total allocations and transfers</b>	<b>-133.342</b>	<b>-67.069</b>

**Balance sheet at 31 December**

All amounts in DKK.

<b>Assets</b>			
<u>Note</u>		<u>2022</u>	<u>2021</u>
<b>Non-current assets</b>			
3	Investment in subsidiary	3.893.440	3.893.440
	Total investments	<u>3.893.440</u>	<u>3.893.440</u>
	<b>Total non-current assets</b>	<b><u>3.893.440</u></b>	<b><u>3.893.440</u></b>
<b>Current assets</b>			
	Receivables from subsidiaries	424.234	424.234
4	Income tax receivables	122.568	0
	Tax receivables from group enterprises	370.769	267.410
	Total receivables	<u>917.571</u>	<u>691.644</u>
	Cash and cash equivalents	<u>182.744</u>	<u>95.360</u>
	<b>Total current assets</b>	<b><u>1.100.315</u></b>	<b><u>787.004</u></b>
	<b>Total assets</b>	<b><u>4.993.755</u></b>	<b><u>4.680.444</u></b>

**Balance sheet at 31 December**

All amounts in DKK.

<b>Equity and liabilities</b>		
<u>Note</u>	<u>2022</u>	<u>2021</u>
<b>Equity</b>		
Contributed capital	125.000	125.000
Retained earnings	1.308.848	1.559.990
Proposed dividend for the financial year	117.800	114.400
<b>Total equity</b>	<b><u>1.551.648</u></b>	<b><u>1.799.390</u></b>
 <b>Liabilities other than provisions</b>		
Payables to subsidiaries	3.338.774	2.555.003
Income tax payable	181	207.700
Other payables	103.152	118.351
Total short term liabilities other than provisions	<u>3.442.107</u>	<u>2.881.054</u>
 <b>Total liabilities other than provisions</b>	<b><u>3.442.107</u></b>	<b><u>2.881.054</u></b>
 <b>Total equity and liabilities</b>	<b><u>4.993.755</u></b>	<b><u>4.680.444</u></b>

**5 Contingencies**

**Statement of changes in equity**

All amounts in DKK.

	<b>Contributed capital</b>	<b>Retained earnings</b>	<b>Proposed dividend for the financial year</b>	<b>Total</b>
Equity 1 January 2022	125.000	1.559.990	114.400	1.799.390
Distributed dividend	0	0	-114.400	-114.400
Profit or loss for the year brought forward	0	-251.142	117.800	-133.342
	<b>125.000</b>	<b>1.308.848</b>	<b>117.800</b>	<b>1.551.648</b>

## Notes

All amounts in DKK.

	<u>2022</u>	<u>2021</u>
<b>1. Other financial expenses</b>		
Financial costs, group enterprises	142.031	57.157
Other financial costs	<u>5.619</u>	<u>7.072</u>
	<b><u>147.650</u></b>	<b><u>64.229</u></b>
<b>2. Tax on net profit or loss for the year</b>		
Tax of the results for the year, parent company	-37.156	-17.710
Adjustment of tax for previous years	22	0
Calculated addition	<u>1.675</u>	<u>0</u>
	<b><u>-35.459</u></b>	<b><u>-17.710</u></b>
	<u>31/12 2022</u>	<u>31/12 2021</u>
<b>3. Investment in subsidiary</b>		
Acquisition sum, opening balance 1 January 2022	<u>3.893.440</u>	<u>3.893.440</u>
<b>Carrying amount, 31 December 2022</b>	<b><u>3.893.440</u></b>	<b><u>3.893.440</u></b>

### Financial highlights for the enterprise according to the latest approved annual report

	Equity interest	Equity DKK	Results for the year DKK	Carrying amount, Morbelli-Zinck Holding ApS DKK
Terra Navtica S.A.S, France	100 %	<u>1.109.831</u>	<u>-78.031</u>	<u>3.893.440</u>
		<b><u>1.109.831</u></b>	<b><u>-78.031</u></b>	<b><u>3.893.440</u></b>

Terra Navtica S.A.S. France is 100% owner of Terra Navtica A/S in Denmark.

## Notes

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All amounts in DKK.

	<u>31/12 2022</u>	<u>31/12 2021</u>
<b>4. Income tax receivables</b>		
Income tax receivables 1 January 2022	-207.700	-86.342
Adjustment of tax paid in previous years	-22	0
Income tax paid during the financial year	0	86.342
Income tax paid concerning last year	<u>207.722</u>	<u>0</u>
Income tax receivables concerning previous years	0	0
Income tax calculated for the current year	-333.432	0
Tax paid on account for the current year	<u>456.000</u>	<u>0</u>
	<b><u>122.568</u></b>	<b><u>0</u></b>

## 5. Contingencies

### Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

TheThe company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

Any subsequent adjustments of corporate taxes or withholding taxes, etc., may result in changes in the company's liabilities.

## Accounting policies

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The annual report for Morbelli-Zinck Holding ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

### Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

### Income statement

#### Gross loss

Gross loss comprises other external costs.

Other external expenses comprise expenses incurred for administration.

#### Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses.

## Accounting policies

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### Results from investment in group enterprise

Dividend from investment in group enterprise is recognised in the financial year in which the dividend is declared.

### Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable by the Danish consolidated companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

## Statement of financial position

### Investments

#### Investments in group enterprise

Investments in group enterprise is recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

#### Impairment loss relating to non-current assets

The carrying amount of equity investment in group enterprise are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.



## Accounting policies

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### Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value. In order to meet expected losses, impairment takes place at the net realisable value.

### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

### Equity

#### Dividend

Dividend expected to be distributed for the year is recognised as a separate item under equity.

### Income tax and deferred tax

As administration company, Morbelli-Zinck Holding ApS is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

## **Accounting policies**

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### **Liabilities other than provisions**

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

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"By my signature I confirm all dates and content in this document."

## Jean-Luc Paul Morbelli

Direktør og dirigent

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## Peter Birk Stokholm

GRANT THORNTON,STATSAUTORISERET REVISIONSPARTNERSELSKAB

CVR: 34209936

Statsautoriseret revisor

Serial number: 1595f958-6480-4877-a3f8-bc1f47491994

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