

Centaur Holding Denmark A/S

**Gartnervej 2
Holme-Olstrup
4684 Holmegaard**

CVR no. 30 71 72 87

**Annual report for the period
1 January to 31 December 2022**

Adopted at the annual general meeting
on 20 June 2023

Hans Aksel Pedersen
chairman

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Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of Centaur Holding Denmark A/S for the financial year 1 January - 31 December 2022.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2022 and of the results of the company's operations for the financial year 1 January - 31 December 2022.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Madrid, 20 June 2023

Executive board

Lars Fahlmann

Hans Aksel Pedersen

Supervisory board

Juan José López Taracena
chairman

Hans Aksel Pedersen

Enrique Weickert Molina

Independent auditor's report

To the shareholder of Centaur Holding Denmark A/S

Opinion

We have audited the financial statements of Centaur Holding Denmark A/S for the financial year 1 January - 31 December 2022, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 company's financial position 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' 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 and 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 the 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

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 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

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 Statements Act. We did not identify any material misstatement of management's review.

Næstved, 20 June 2023

KvalitetsRevision
Godkendt Revisionspartnerselskab
CVR no. 36 48 02 54

Martin Bech Ø. Jensen
State Authorised Public Accountant
MNE no. mne34465

Company details

The company

Centaur Holding Denmark A/S
Gartnervej 2
Holme-Olstrup
4684 Holmegaard

CVR no.: 30 71 72 87

Reporting period: 1 January - 31 December 2022

Incorporated: 11 July 2007

Domicile: Næstved

Supervisory board

Juan José López Taracena, chairman
Hans Aksel Pedersen
Enrique Weickert Molina

Executive board

Lars Fahlmann
Hans Aksel Pedersen

Auditors

KvalitetsRevision
Godkendt Revisionspartnerselskab
Marskvej 27A
4700 Næstved

Management's review

Business review

The Company's activity is investment and management through investments in group entities and development of the amusement park BonBon-Land and the travel agency BonBon Rejser Danmark.

Financial review

The company's income statement for the year ended 31 December 2022 shows a profit of TDKK 1,858, and the balance sheet at 31 December 2022 shows equity of TDKK 62,006.

Significant events occurring after the end of the financial year

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Accounting policies

The annual report of Centaur Holding Denmark A/S for 2022 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The accounting policies applied are consistent with those of last year.

The annual report for 2022 is presented in DKK'000.

Pursuant to sections §110 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements. The Company and its subsidiary are included in the consolidated financial statements of Piolin Bidco S.A.U.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

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

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

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Accounting policies

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects only other external expenses.

Other external expenses

Other external expenses include expenses related to administration etc.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses realised and unrealised exchange rate gains and losses on foreign currency transactions etc.

Profit/loss from investments in subsidiaries

The proportionate share of the results after tax and amortisation of goodwill of the individual subsidiaries is recognised in the income statement of the company.

Tax on profit/loss for the year

The company is subject to the Danish rules on compulsory joint taxation of group entities in Denmark. Centaur Holding Denmark A/S is the administrative company for the joint taxation and consequently settles all corporation tax payments with the tax authorities concurrently with the Company's payment of joint taxation contribution.

On payment of joint taxation contributions, the current Danish income tax 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 tax losses to reduce their own taxable profits.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Accounting policies

Balance sheet

Investments in subsidiaries

Investment in subsidiaries are measured under the equity method.

Investments in subsidiaries are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, less or plus unrealised intra-group gains or losses and plus or less any remaining value of positive or negative goodwill made up according to the purchase method.

Investments in subsidiaries with a negative net asset value are measured at DKK 0, and the carrying amount of any receivables from these entities is reduced to the extent that they are considered irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the receivable, the balance is recognised under provisions.

Net revaluations of investments in subsidiaries are taken to the net revaluation reserve according to the equity method to the extent that the carrying amount exceeds the cost. Dividends from subsidiaries which are expected to be declared before the annual report of Centaur Holding Denmark A/S is adopted are not taken to the net revaluation reserve.

Income tax and deferred tax

As management company, Centaur Holding Denmark A/S is liable for payment of the subsidiaries' corporate income taxes to the tax authorities.

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Joint taxation contributions payable and receivable are recognised in the balance sheet as 'Joint taxation contributions receivable' or 'Joint taxation contributions payable'.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Accounting policies

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Fixed assets acquired in foreign currencies are translated at the exchange rate at the transaction date.

Income statement 1 January - 31 December

	<u>Note</u>	<u>2022</u> DKK'000	<u>2021</u> DKK'000
Gross profit		-45	-45
Income from investments in subsidiaries		1,903	2,547
Financial costs		<u>0</u>	<u>-1</u>
Profit/loss before tax		1,858	2,501
Tax on profit/loss for the year	1	<u>0</u>	<u>0</u>
Profit/loss for the year		<u>1,858</u>	<u>2,501</u>
Distribution of profit	2		

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> DKK'000	<u>2021</u> DKK'000
Assets			
Investments in subsidiaries	3	<u>62,565</u>	<u>60,863</u>
Fixed asset investments		<u>62,565</u>	<u>60,863</u>
Total non-current assets		<u>62,565</u>	<u>60,863</u>
Cash at bank and in hand		<u>31</u>	<u>66</u>
Total current assets		<u>31</u>	<u>66</u>
Total assets		<u><u>62,596</u></u>	<u><u>60,929</u></u>

Balance sheet 31 December

	<u>Note</u>	<u>2022</u> DKK'000	<u>2021</u> DKK'000
Equity and liabilities			
Share capital		700	700
Retained earnings		<u>61,306</u>	<u>59,449</u>
Equity	4	<u>62,006</u>	<u>60,149</u>
Payables to subsidiaries		559	719
Other payables		<u>31</u>	<u>61</u>
Total current liabilities		<u>590</u>	<u>780</u>
Total liabilities		<u>590</u>	<u>780</u>
Total equity and liabilities		<u><u>62,596</u></u>	<u><u>60,929</u></u>
Contingent liabilities	5		
Mortgages and collateral	6		
Related parties and ownership structure	7		

Statement of changes in equity

	Share capital	Retained earnings	Total
Equity at 1 January 2022	700	59,448	60,148
Net profit/loss for the year	0	1,858	1,858
Equity at 31 December 2022	700	61,306	62,006

Notes

1 Tax on profit/loss for the year

The company has a deferred tax asset which amounts to DKK'000 110. The deferred tax asset has not been recognised, as it is uncertain if and when the amount can be utilized.

	<u>2022</u> DKK'000	<u>2021</u> DKK'000
2 Distribution of profit		
Retained earnings	<u>1,858</u>	<u>2,501</u>
	<u>1,858</u>	<u>2,501</u>

Notes

	<u>2022</u>	<u>2021</u>
	DKK'000	DKK'000
3 Investments in subsidiaries		
Cost at 1 January 2022	<u>257,532</u>	<u>257,532</u>
Cost at 31 December 2022	<u>257,532</u>	<u>257,532</u>
Revaluations at 1 January 2022	-196,670	-197,893
Net profit/loss for the year	2,365	3,009
Received dividend	-200	0
Other equity movements, net	0	-1,323
Amortisation of goodwill	<u>-462</u>	<u>-462</u>
Revaluations at 31 December 2022	<u>-194,967</u>	<u>-196,669</u>
Carrying amount at 31 December 2022	<u><u>62,565</u></u>	<u><u>60,863</u></u>
Remaining positive difference included in the above carrying amount at 31 December 2022	<u>2,103</u>	

Investments in subsidiaries are specified as follows:

<u>Name</u>	<u>Registered office</u>	<u>Ownership interest</u>
BonBon-Land A/S	Næstved	100%
BonBon Rejser Danmark A/S	Næstved	100%

4 Equity

The share capital consists of 700 shares of a nominal value of DKK'000 1. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.

Notes

5 **Contingent liabilities**

The Company is jointly taxed with other Danish companies in the Centaur Holding Denmark Group. As administrative company, the Company is jointly and severally liable with other joint taxed companies for Danish income and withholding tax on dividend, interest and royalties within the joint taxation group.

The company has no further contingent liabilities.

6 **Mortgages and collateral**

The company has no mortgages. The company provides a guarantee of payment for its fully owned subsidiary BonBon-Land A/S.

7 **Related parties and ownership structure**

Ownership structure

According to the company's register of shareholders, the following shareholder holds at least 5% of the votes or at least 5% of the share capital:

Centaur Nederland 2 B.V.
Zwarte Dijk 37
7776 PB, Slagharen
The Netherlands