# ZUPA BrandBox A/S

Studsgade 22, DK-8000 Aarhus C

# Annual Report for 1 July 2019 - 30 June 2020

CVR No 31 16 29 63

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 26/11 2020

Lone Kragh Chairman of the General Meeting



# **Contents**

	Page
Management's Statement and Auditor's Report	
Management's Statement	1
Independent Auditor's Report	2
Company Information	
Company Information	5
Management's Review	7
Financial Statements	
Income Statement 1 July - 30 June	8
Balance Sheet 30 June	9
Statement of Changes in Equity	11
Notes to the Financial Statements	12



## **Management's Statement**

The Executive Board and Board of Directors have today considered and adopted the Annual Report of ZUPA BrandBox A/S for the financial year 1 July 2019 - 30 June 2020.

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 financial position at 30 June 2020 of the Company and of the results of the Company operations for 2019/20.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Aarhus, 26 November 2020

#### **Executive Board**

Peer Brændholt

#### **Board of Directors**

Albert Crilles Sebastian Funder Chairman	Petter Pablo Sommerfelt- Venegas	Jens Hjortshøj
Mads Heide Mikkelsen	Peer Brændholt	Mogens Kristensen
Lars Bo Hansen	Michael Kaltoft Paterson	Morten Eskildsen
Jesper Angelsø Hjortshøj	Lone Kragh	Peter Herlev Enevoldsen



## **Independent Auditor's Report**

To the Shareholder of ZUPA BrandBox A/S

#### **Opinion**

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 June 2020 and of the results of the Company's operations for the financial year 1 July 2019 - 30 June 2020 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of ZUPA BrandBox A/S for the financial year 1 July 2019 - 30 June 2020, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

#### **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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### 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 Financials Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

#### 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 misstate-



### **Independent Auditor's Report**

ment, 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.

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



# **Independent Auditor's Report**

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.

Aarhus, 26 November 2020 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31* 

Lars Østergaard statsautoriseret revisor mne26806



# **Company Information**

**The Company** ZUPA BrandBox A/S

Studsgade 22 DK-8000 Aarhus C

Telephone: + 45 8730 9800 Website: www.Zupa.dk

CVR No: 31 16 29 63

Financial period: 1 July - 30 June Municipality of reg. office: Aarhus

**Ownership** The following shareholders are recorded in the Company's register of

shareholders as carrying a minimum of 5% of the votes or 5% of the

share capital:

Spring Family ApS Studsgade 22 DK-8000 Aarhus C (equity interest 100 %)

**Ultimate parent company** Spring Partner Holding ApS

Studsgade 22 DK-8000 Aarhus C (controlling interest)

Consolidated financial statements

The consolidated financial statements are prepared by the parent

company:

Spring Family ApS Studsgade 22 DK-8000 Aarhus C

**Board of Directors** Albert Crilles Sebastian Funder, Chairman

Petter Pablo Sommerfelt-Venegas

Jens Hjortshøj

Mads Heide Mikkelsen

Peer Brændholt Mogens Kristensen Lars Bo Hansen

Michael Kaltoft Paterson

Morten Eskildsen

Jesper Angelsø Hjortshøj



# **Company Information**

Lone Kragh

Peter Herlev Enevoldsen

**Executive Board** Peer Brændholt

**Auditors** PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Nobelparken

Jens Chr. Skous Vej 1 DK-8000 Aarhus C

Lawyers Bech-Bruun

Værkmestergade 2 8000 Aarhus C

**Bankers** Nordea Bank A/S

Skt. Clemens Torv 2 8000 Aarhus C



### **Management's Review**

#### **Key activities**

The object of the Company is to carry on business in advertising and any business related thereto.

#### Development in the year

Results for the year show a loss of DKK 200,907 against DKK 474,128 in 2018/19.

The reason for the positive development (despite the loss) is primarily improved gross profit.

Despite the loss realised, Company Management considers the results for the year satisfactory.

Reference is made to note 1 to the Annual Report for details on COVID-19.

Equity amounts to DKK 389,072 as at 30 June 2020.

#### **Capital resources**

As of 30 June 2020, the Company lost its share of the share capital. Company Management expects capital to be restored through current earnings.

#### Targets and expectations for the year ahead

A positive result is expected for the next year. Furthermore, Company Management expects that the liquidity necessary for conducting operations in 2020/2021 will be made available.

#### **Subsequent events**

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.



# **Income Statement 1 July - 30 June**

	Note	2019/20	2018/19
		DKK	DKK
Gross profit/loss		8.940.237	8.661.894
Staff expenses  Depreciation, amortisation and impairment of intangible assets and	2	-9.031.450	-9.086.441
property, plant and equipment	3	-140.789	-125.515
Profit/loss before financial income and expenses		-232.002	-550.062
Financial expenses	4	-25.139	-56.777
Profit/loss before tax		-257.141	-606.839
Tax on profit/loss for the year	5	56.234	132.711
Net profit/loss for the year		-200.907	-474.128
Distribution of profit			
Proposed distribution of profit			
Retained earnings		-200.907	-474.128
		-200.907	-474.128



# **Balance Sheet 30 June**

### Assets

	Note	2020	2019
	<del></del> -	DKK	DKK
Other fixtures and fittings, tools and equipment	-	142.415	250.869
Property, plant and equipment	6 -	142.415	250.869
Fixed assets	-	142.415	250.869
Trade receivables		6.624.648	6.769.700
Contract work in progress	7	509.157	1.072.130
Receivables from group enterprises		1.959.462	300
Other receivables		0	95.202
Deferred tax asset	9	57.700	0
Corporation tax		95.436	155.848
Prepayments	_	93.410	124.668
Receivables	-	9.339.813	8.217.848
Cash at bank and in hand	-	0	36.742
Currents assets	-	9.339.813	8.254.590
Assets	<u>-</u>	9.482.228	8.505.459



# **Balance Sheet 30 June**

# Liabilities and equity

	Note	2020	2019
		DKK	DKK
Share capital		500.000	500.000
Retained earnings	_	-110.928	89.979
Equity	8 -	389.072	589.979
Provision for deferred tax	9	0	36.000
Provisions	-	0	36.000
Other payables	_	548.127	0
Long-term debt	10	548.127	0
Credit institutions		1.405.641	2.517
Prepayments received from customers		2.507.110	678.339
Trade payables		929.555	1.398.551
Payables to group enterprises		495.199	4.307.566
Other payables	10	3.207.524	1.492.507
Short-term debt	-	8.545.029	7.879.480
Debt	-	9.093.156	7.879.480
Liabilities and equity	-	9.482.228	8.505.459
Unusual events	1		
Contingent assets, liabilities and other financial obligations	11		
Accounting Policies	12		



# **Statement of Changes in Equity**

		Retained	
	Share capital	Share capital earnings	
	DKK	DKK	DKK
Equity at 1 July	500.000	89.979	589.979
Net profit/loss for the year	0	-200.907	-200.907
Equity at 30 June	500.000	-110.928	389.072



#### 1 Unusual events

The implications of COVID-19 with many governments across the world deciding to "close down their countries" will have great impact on the global economy.

The Company carries on business in marketing and advertising, and its customers are not assessed to be significantly affected by COVID-19; thus, the outbreak of COVID-19 has not affected and is not expected to affect the Company noticeably.

		2019/20	2018/19
	G . 66	DKK	DKK
2	Staff expenses		
	Wages and salaries	8.443.570	8.478.988
	Pensions	500.802	496.113
	Other social security expenses	87.078	111.340
		9.031.450	9.086.441
	Average number of employees	14	16
3	Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		
	assets and property, plant and equipment		
	Depreciation of property, plant and equipment	140.789	125.515
		140.789	125.515
	Which is specified as follows:		
	Other fixtures and fittings, tools and equipment	140.789	125.515
		140.789	125.515
4	Financial expenses		
	Interest paid to group enterprises	10.410	53.043
	Other financial expenses	14.729	3.734
		25.139	56.777



		2019/20	2018/19
_	Tour our march floor for the second	DKK	DKK
5	Tax on profit/loss for the year		
	Current tax for the year	37.466	-132.902
	Deferred tax for the year	-93.700	100
	Adjustment of tax concerning previous years	0	91
		-56.234	-132.711
6	Property, plant and equipment		
	The work of the second of the		Other fixtures
			and fittings,
			tools and
			equipment
			DKK
	Cost at 1 July		445.877
	Additions for the year		32.335
	Cost at 30 June		478.212
	Impairment losses and depreciation at 1 July		195.008
	Depreciation for the year		140.789
	Impairment losses and depreciation at 30 June		335.797
	Carrying amount at 30 June		142.415
		2020	2019
		DKK	DKK
7	Contract work in progress		
	Selling price of work in progress	512.471	1.072.274
	Payments received on account	-3.314	-144
		509.157	1.072.130



#### 8 Equity

The share capital consists of 500,000 shares of a nominal value of DKK 1. No shares carry any special rights.

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

	2020	2019 DKK
9 Deferred tax asset		
Property, plant and equipment	-20.000	-6.000
Contract work in progress	-33.000	42.000
Amortization	-5.000	0
Tax loss carry-forward	300	0
Transferred to deferred tax asset	57.700	0
	0	36.000
Deferred tax has been provided at 22% corresponding to the expected current	tax rate.	
Deferred tax asset		
Calculated tax asset	57.700	0
Carrying amount	57.700	0

### 10 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

#### Other payables

	3.755.651	1.492.507
Other short-term payables	3.207.524	1.492.507
Long-term part	548.127	0
Between 1 and 5 years	548.127	0



#### 11 Contingent assets, liabilities and other financial obligations

#### **Guarantee obligations**

Surety has been provided to the companies Spring Family ApS, Spring Production A/S, ZUPA Aarhus A/S and ZUPA Copenhagen A/S. The underlying bank loans amount to DKK 6,732k as at 30 June 2020.

As security for the Company's own balance with Nordea Bank and those of ZUPA Copenhagen A/S, Spring Production A/S and ZUPA Aarhus A/S, an all monies mortgage of DKK 3,000k registered to the mortgagor on the companies' receivables, inventories, operating equipment and goodwill has been provided. Book value of the assets totals DKK 6,767k as of 30 June 2020, and bank loans constitute DKK 5,635k.

#### Other contingent liabilities

The Company has entered into a lease on a car. The lease expires on 10 January 2021, and the remaining liability equals DKK 38k.

In addition, the Company has entered into a lease agreement on a photo copying machine leased from ZUPA Aarhus A/S. The agreement expires on 31 January 2024, and the remaining liability totals DKK 210k of which the Company's share amounts to DKK 42k.

The group companies are jointly and severally liable for tax on the group's jointly taxed income etc. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, royalty tax and tax on unearned income. Any subsequent adjustments to corporation taxes and withholding taxes may imply that the Company's liability is higher.



#### 12 Accounting Policies

The Annual Report of ZUPA BrandBox A/S for 2019/20 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2019/20 are presented in DKK.

#### **Recognition and measurement**

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

#### **Translation policies**

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.



12 Accounting Policies (continued)

#### **Income Statement**

#### Revenue

Revenue from the sale of goods for resale and finished goods is recognised in the income statement when the sale is considered effected based on the following criteria:

- delivery has been made before year end;
- a binding sales agreement has been made;
- the sales price has been determined; and
- payment has been received or may with reasonable certainty be expected to be received.

Contract work in progress (construction contracts) is recognised at the rate of completion, which means that revenue equals the selling price of the work completed for the year (percentage-of-completion method). This method is applied when total revenues and expenses in respect of the contract and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the contract.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

#### **Expenses for consumables**

Expenses for consumables comprise the consumables consumed to achieve revenue for the year.

#### Other external expenses

Other external expenses comprise indirect production costs and expenses for premises, sales and distribution as well as office expenses, etc.

#### Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

#### **Staff expenses**

Staff expenses comprise wages and salaries as well as payroll expenses.



#### 12 Accounting Policies (continued)

#### Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

#### Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

#### Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

### **Balance Sheet**

#### Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment 3-10 years

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 14,100 are expensed in the year of acquisition.



#### 12 Accounting Policies (continued)

#### Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, an impairment test is carried out to determine whether the recoverable amount is lower than the carrying amount. If so, the asset is written down to its lower recoverable amount.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

#### Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience from previous years.

#### **Contract work in progress**

Contract work in progress is measured at selling price of the work performed calculated on the basis of the stage of completion. The stage of completion is measured by the proportion that the contract expenses incurred to date bear to the estimated total contract expenses. Where it is probable that total contract expenses will exceed total revenues from a contract, the expected loss is recognised as an expense in the income statement.

Where the selling price cannot be measured reliably, the selling price is measured at the lower of expenses incurred and net realisable value.

Payments received on account are set off against the selling price. The individual contracts are classified as receivables when the net selling price is positive and as liabilities when the net selling price is negative.

Expenses relating to sales work and the winning of contracts are recognised in the income statement as incurred.

#### **Prepayments**

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.



#### 12 Accounting Policies (continued)

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

#### Deferred tax assets and liabilities

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purposes and other items - apart from business acquisitions - where temporary differences have arisen at the time of acquisition without affecting the profit for the year or the taxable income.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

#### Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

#### Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

