Nuori ApS

Badstuestræde 7, 1.
1209 København K
CVR No. 32766641

Annual report 2023

The Annual General Meeting adopted the annual report on 03.07.2024

Jasmi-Maaria Bonnén
Chairman of the General Meeting

Contents

Entity details

Entity

Nuori ApS

Badstuestræde 7, 1.

1209 København K

Business Registration No.: 32766641

Registered office: København

Financial year: 01.01.2023 - 31.12.2023

Executive Board

Jasmi-Maaria Bonnén

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Executive Board has today considered and approved the annual report of Nuori ApS for the financial year 01.01.2023 - 31.12.2023.

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

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

New York, 03.07.2024

Executive Board

Jasmi-Maaria Bonnén

Independent auditor’s extended review report

To the shareholder of Nuori ApS

Conclusion

We have performed an extended review of the financial statements of Nuori ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity’s financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the ”Auditor’s responsibilities for the extended review of the financial statements” section. We are independent of the Entity 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Emphasis of matter

We point out note 1 in the financial statements, which states that the company’s future operations is dependent on the company receives the necessary capital for the development and growth of the activities of the shareholder. The company’s continued operation is subject to the capital mentioned is achieved. Management has provided for the financial reporting that the capital be obtained, and has been prepared financial statements provided on its continued operation. As indicated in Note 1 this indicates that there is a material uncertainty that give rise to doubt about the company’s ability to continue operations. Our conclusion is not modified on this point.

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 Entity’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

Statement on the management commentary

Management is responsible for the management commentary.

Our conclusion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our extended review of the financial statements our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the extended review or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

København, 03.07.2024

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Henrik Hartmann Olesen
State Authorised Public Accountant
Identification No (MNE) mne34143

Management commentary

Primary activities

The company's primary activity is development, marketing and sales of cosmetics and other related services and consulting.

Development in activities and finances

The company has realized losses in the financial year of 4 million DKK. And shareholders equity is negative by 27 million DKK. The company's future operations are dependent on the company receiving the necessary capital and loans for the development and growth of the activities of the shareholder. Management expects that the necessary capital and loans to the future activities will be provided as the need arises. Management also expects an increase in revenue which will reduces the need for additional capital.

Outlook

For the coming year the company expects a result in line with 2023.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		**11,226**	**226,729**
Staff costs	2	(3,602,408)	(4,292,412)
Depreciation, amortisation and impairment losses		(111,177)	(111,197)
Operating profit/loss		**(3,702,359)**	**(4,176,880)**
Income from investments in group enterprises		25,901	40,458
Other financial income		91,042	97,572
Other financial expenses		(433,038)	(82,763)
Profit/loss before tax		**(4,018,454)**	**(4,121,613)**
Tax on profit/loss for the year		24,736	0
Profit/loss for the year		**(3,993,718)**	**(4,121,613)**
Proposed distribution of profit and loss			
Retained earnings		(3,993,718)	(4,121,613)
Proposed distribution of profit and loss		**(3,993,718)**	**(4,121,613)**

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Other fixtures and fittings, tools and equipment		57,254	168,431
Property, plant and equipment	3	**57,254**	**168,431**
Investments in group enterprises		495,338	485,457
Deposits		93,784	93,784
Financial assets	4	**589,122**	**579,241**
Fixed assets		**646,376**	**747,672**
Manufactured goods and goods for resale		5,199,130	6,006,609
Inventories		**5,199,130**	**6,006,609**
Trade receivables		766,018	765,429
Deferred tax		24,736	0
Other receivables		41,716	233,097
Prepayments		105,247	499,566
Receivables		**937,717**	**1,498,092**
Cash		**2,443,222**	**2,947,390**
Current assets		**8,580,069**	**10,452,091**
Assets		**9,226,445**	**11,199,763**

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		125,000	125,000
Reserve for net revaluation according to the equity method		267,978	283,997
Retained earnings		(27,347,703)	(23,353,985)
Equity		**(26,954,725)**	**(22,944,988)**
Payables to group enterprises		331,692	331,693
Other payables		235,862	235,862
Non-current liabilities other than provisions	5	**567,554**	**567,555**
Trade payables		258,885	963,097
Payables to group enterprises		946,895	300,742
Payables to owners and management	6	34,064,096	32,114,096
Other payables		343,740	199,261
Current liabilities other than provisions		**35,613,616**	**33,577,196**
Liabilities other than provisions		**36,181,170**	**34,144,751**
Equity and liabilities		**9,226,445**	**11,199,763**
Going concern	1		
Contingent liabilities	7		
Related parties with controlling interest	8		

Statement of changes in equity for 2023

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Total DKK
Equity beginning of year	125,000	283,997	(23,353,985)	(22,944,988)
Transfer to reserves	0	(16,019)	0	(16,019)
Profit/loss for the year	0	0	(3,993,718)	(3,993,718)
Equity end of year	**125,000**	**267,978**	**(27,347,703)**	**(26,954,725)**

Notes

1 Going concern

The company has realized losses in the financial year of 4 million dkk. And shareholders' equity is negative by 27 million dkk. Company's future operations is dependent on the company receives the necessary capital and loans for the development and growth of the activities of the shareholder.

Management expects that the necessary capital and loans to the future activities will be provided as the need arises. Management also expects an increase in revenue which will reduces the need for additional capital. The ultimate shareholder has confirmed to submit financial support for the rest of 2024 and 12 months from the date of signing the financial statements.

2 Staff costs

	2023 DKK	2022 DKK
Wages and salaries	3,490,411	4,248,284
Other social security costs	36,477	44,128
Other staff costs	75,520	0
	3,602,408	**4,292,412**
Average number of full-time employees	**6**	**6**

3 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	429,295
Cost end of year	**429,295**
Depreciation and impairment losses beginning of year	(260,864)
Depreciation for the year	(111,177)
Depreciation and impairment losses end of year	**(372,041)**
Carrying amount end of year	**57,254**

4 Financial assets

	Investments in group enterprises DKK	Deposits DKK
Cost beginning of year	201,460	93,784
Cost end of year	**201,460**	**93,784**
Revaluations beginning of year	283,997	0
Exchange rate adjustments	(16,020)	0
Share of profit/loss for the year	25,901	0
Revaluations end of year	**293,878**	**0**
Carrying amount end of year	**495,338**	**93,784**

Investments in subsidiaries	Registered in	Equity interest %
Nuori Inc.	New York	100

5 Non-current liabilities other than provisions

	Due after more than 12 months 2023 DKK
Payables to group enterprises	331,692
Other payables	235,862
	567,554

6 Payables to owners and management

No repayment day has been set out in the loan agreement with the ultimate shareholder.

7 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which B2 Holding 2018 ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2019 for income taxes etc. for the jointly taxed company B2 Holding 2018 ApS. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financiel statements.

8 Related parties with controlling interest

Related parties with controlling interest – B2 Holding 2018 ApS owns all the shares in the Company and thus has controlling interest.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries’ equity at the beginning of the year at the balance sheet date exchange rates and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are classified directly as equity.

When recognising foreign subsidiaries that are integral entities, monetary assets and liabilities are translated using the exchange rates at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rate at the time of acquisition or the time of any subsequent revaluation or writedown. The items of the income statement are translated at the average rates of the months; however, items deriving from non-monetary assets and liabilities are translated using the historical rates applicable to the relevant non-monetary items.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue from the sale of goods is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for normal inventory writedowns.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and normal writedowns of the relevant inventories.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write-downs of receivables recognised in current assets.

Property costs

Property costs include costs incurred to operate the Entity's properties in the financial year, including repair and maintenance costs, property tax and electricity, water and heating, which are not charged directly from the lessee.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of property, plant and equipment.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.
Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.
The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	5 years
IT equipment	3 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus or minus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Group enterprises with negative equity value are measured at DKK 0, and any receivables from these enterprises are written down by the Parent's share of such negative equity value if it is deemed irrecoverable.
If the negative equity value exceeds the amount receivable, the remaining amount is recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprises.
Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.
Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables
Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Deferred tax
Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Prepayments
Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash
Cash comprises cash in hand and bank deposits.

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