

Fazer Denmark ApS

Dalbergstrøget 7, st. Høje Taastrup, 2630 Taastrup

CVR no. 33 05 24 21

Annual report 2023

Approved at the Company's annual general meeting on 29 May 2024

Chair of the meeting:

.....
Carl Sebastian Jägerhorn

Contents

Statement by the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 January - 31 December	7
Income statement	7
Balance sheet	8
Statement of changes in equity	10
Notes to the financial statements	11

Statement by the Executive Board

Today, the Executive Board has discussed and approved the annual report of Fazer Denmark ApS for the financial year 1 January - 31 December 2023.

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 of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

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

We recommend that the annual report be approved at the annual general meeting.

Høje Taastrup, 29 May 2024
Executive Board:

Jouni Åke Grönroos
Director

Carl Sebastian Jägerhorn
Director

Tommi Antero Nuutinen
Director

Independent auditor's report

To the shareholder of Fazer Denmark ApS

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2023, and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Fazer Denmark ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("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' 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, 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 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.

Independent auditor's report

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 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.

Odense, 29 May 2024
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR no. 33 77 12 31

Line Hedam
State Authorised Public Accountant
mne27768

Management's review

Company details

Name	Fazer Denmark ApS
Address, Postal code, City	Dalbergstrøget 7, st. Høje Taastrup, 2630 Taastrup
CVR no.	33 05 24 21
Established	1 July 2010
Registered office	Høje Taastrup
Financial year	1 January - 31 December
Website	www.fazer.dk
Executive Board	Jouni Åke Grönroos, Director Carl Sebastian Jägerhorn, Director Tommi Antero Nuutinen, Director
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Munkebjergvænget 1, 3. og 4. sal, 5230 Odense

Management's review

Business review

The Company markets and sells confectionery products primarily on the Danish market.

Our mission: Food with a purpose. Food with a purpose means that we create magical moments by pouring love and dedication into each bite and experience – and people's lives. We add a little extra joy, well-being, inspiration, passion and love to everything we do. We want to make a difference every day.

Financial review

The income statement for 2023 shows a profit of DKK 47,453 against a loss of DKK 1,621,973 last year, and the balance sheet at 31 December 2023 shows equity of DKK 27,617,681.

The financial position at 31 December 2023 of the Company for the financial year for 2023 have been affected by a group contribution of 15,000,000 DKK from Fazer Sweden AB.

Events after the balance sheet date

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

Financial statements 1 January - 31 December

Income statement

Note	DKK	2023	2022
	Gross profit	17,058,909	17,141,601
2	Staff costs	-13,024,583	-15,372,400
	Profit before net financials	4,034,326	1,769,201
3	Financial income	342,605	35,347
4	Financial expenses	-4,307,520	-3,865,438
	Profit/loss before tax	69,411	-2,060,890
5	Tax for the year	-21,958	438,917
	Profit/loss for the year	47,453	-1,621,973
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	47,453	-1,621,973
		47,453	-1,621,973

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
ASSETS			
Fixed assets			
6 Property, plant and equipment			
Other fixtures and fittings, tools and equipment		0	0
		0	0
7 Investments			
Deposits		18,630	57,992
		18,630	57,992
Total fixed assets		18,630	57,992
Non-fixed assets			
Inventories			
Finished goods and goods for resale		1,986,674	2,594,377
		1,986,674	2,594,377
Receivables			
Trade receivables		25,337,377	21,342,839
8 Receivables from group enterprises		27,445,500	61,829,365
9 Deferred tax assets		3,124,998	3,146,956
Other receivables		529,050	512,125
		56,436,925	86,831,285
Cash		0	212
Total non-fixed assets		58,423,599	89,425,874
TOTAL ASSETS		58,442,229	89,483,866

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
EQUITY AND LIABILITIES			
Equity			
Share capital		150,000	150,000
Retained earnings		27,467,681	12,420,228
Total equity		27,617,681	12,570,228
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		2,911,305	1,829,891
Payables to group enterprises		14,522,548	65,751,428
Other payables		13,390,695	9,332,319
		30,824,548	76,913,638
Total liabilities other than provisions		30,824,548	76,913,638
TOTAL EQUITY AND LIABILITIES			
		58,442,229	89,483,866

- 1 Accounting policies
- 10 Contractual obligations and contingencies, etc.
- 11 Security and collateral
- 12 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Retained earnings	Total
Equity at 1 January 2022	150,000	14,042,201	14,192,201
Transfer through appropriation of loss	0	-1,621,973	-1,621,973
Equity at 1 January 2023	150,000	12,420,228	12,570,228
Transfer through appropriation of profit	0	47,453	47,453
Contribution from group	0	15,000,000	15,000,000
Equity at 31 December 2023	150,000	27,467,681	27,617,681

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Fazer Denmark ApS for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Basis of 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.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Income statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

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

Gross profit

The items revenue, cost of sales, other operating income and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation and impairment

The item comprises depreciation and impairment of property, plant and equipment.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Other fixtures and fittings, tools and equipment	3-5 years
--	-----------

Depreciation period and residual value are reassessed annually.

Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing expenses are recognised in the income statement.

Investments

Fixed asset investments consist of rent deposits.

Impairment of fixed assets

The carrying amount of property, plant and equipment is assessed for impairment on an annual basis. Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Given the nature of the Group's cash pool arrangement, cash pool balances are not considered cash, but are recognised under "Receivables from group entities".

Income taxes and deferred taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

	DKK	2023	2022
2 Staff costs			
Wages/salaries		11,741,392	13,685,689
Pensions		747,556	979,961
Other social security costs		184,765	193,294
Other staff costs		350,870	513,456
		13,024,583	15,372,400
Average number of full-time employees		17	24
3 Financial income			
Interest receivable, group entities		321,815	21,438
Other interest income		33	233
Exchange adjustments		20,757	13,676
		342,605	35,347
4 Financial expenses			
Interest expenses, group entities		4,282,095	3,847,725
Other interest expenses		6,709	0
Exchange losses		18,716	17,713
		4,307,520	3,865,438
5 Tax for the year			
Deferred tax adjustments in the year		119,203	-438,917
Tax adjustments, prior years		-97,245	0
		21,958	-438,917

The tax adjustments from prior years contain prior year tax adjustments for deferred tax.

6 Property, plant and equipment

DKK	Other fixtures and fittings, tools and equipment
Cost at 1 January 2023	614,329
Disposals	-614,329
Cost at 31 December 2023	0
Impairment losses and depreciation at 1 January 2023	614,329
Reversal of accumulated depreciation and impairment of assets disposed	-614,329
Impairment losses and depreciation at 31 December 2023	0
Carrying amount at 31 December 2023	0

Financial statements 1 January - 31 December

Notes to the financial statements

7 Investments

	Deposits
DKK	
Cost at 1 January 2023	57,992
Disposals	-39,362
Cost at 31 December 2023	<u>18,630</u>
Carrying amount at 31 December 2023	<u>18,630</u>

8 Receivables from group enterprises

The company has entered into cash pool agreements with Oy Karl Fazer Ab, in which Oy Karl Fazer Ab, is the account holder and Fazer Denmark ApS is the sub-account holder together with the group's other affiliated companies. The terms of the cash pool schemes grant Nordea Bank and Danske Bank the right to settle withdrawals and deposits with each other within each separate cash pool arrangement, whereby only the net balance of the total cash pool accounts constitutes Oy Karl Fazer Ab's balance with Nordea Bank and Danske Bank.

Fazer Denmark ApS' accounts in the cash pool scheme, which are recognised under receivables from group enterprises, constitute a deposit of DKK 27,337,457 as of 31 December 2023 (as of 31 December 2023: receivables of DKK 60,005,110).

9 Deferred tax assets

The deferred tax assets primarily relate to timing differences in respect of tangible asset and tax loss carryforward. Based on a long-term budget for the next 5 years, it is the management's expectation that the Company can take full advantage of the deferred tax asset, and the tax asset is therefore recognised at 100%.

10 Contractual obligations and contingencies, etc.

Other financial obligations

	2023	2022
DKK		
Within 1 year	1,367,986	1,268,816
Between 1 and 5 years	<u>1,698,145</u>	<u>2,500,144</u>
	<u>3,066,131</u>	<u>3,768,960</u>

Other financial obligations consist of operating lease obligations for operating equipment, vehicles and office space.

11 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2023.

Financial statements 1 January - 31 December

Notes to the financial statements

12 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Oy Karl Fazer Ab	PL 4,00941 HELSINKI, FINLAND.	Consolidated accounts will be published in company's website https://www.fazergroup.com/financials/annual-report-2023/

PENNEO

Underskrifterne i dette dokument er juridisk bindende. Dokumentet er underskrevet via Penneo™ sikker digital underskrift. Underskrivernes identiteter er blevet registereret, og informationerne er listet herunder.

"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

Carl Sebastian Jägerhorn

Adm. direktør

På vegne af: Fazer Denmark

Serienummer:

fi_tupas:danske:y5furU2atDhmaxll6kWGd_Sz09lfwOuqQXAq-
6X2XNM=

IP: 185.196.xxx.xxx

2024-05-29 08:37:35 UTC



TOMMI ANTERO NUUTINEN

Adm. direktør

På vegne af: Fazer Denmark

Serienummer:

fi_tupas:nordea:Ywb5FPZ0Fb8tmOXoZz9RQDQH0w9FmPcooXti59FIS
ws=

IP: 185.196.xxx.xxx

2024-05-29 09:51:25 UTC



JOUNI ÅKE GRÖNROOS

Adm. direktør

På vegne af: Fazer Denmark

Serienummer: fi_tupas:nordea:5X3YwF5NlcGOHQ-
jLH9XE9pXMyOUBVremsMAT6vt1_l=

IP: 91.156.xxx.xxx

2024-05-31 12:22:23 UTC



Line Hedam

PRICEWATERHOUSECOOPERS STATSAUTORISERET

REVISIONSPARTNERSELSKAB CVR: 33771231

Statsautoriseret revisor

På vegne af: PricewaterhouseCoopers Statsautoriseret...

Serienummer: 4067d665-d806-4214-9d6b-533912bac103

IP: 85.203.xxx.xxx

2024-05-31 13:44:02 UTC



Carl Sebastian Jägerhorn

Dirigent

På vegne af: Fazer Denmark

Serienummer:

fi_tupas:danske:y5furU2atDhmaxll6kWGd_Sz09lfwOuqQXAq-
6X2XNM=

IP: 85.76.xxx.xxx

2024-05-31 14:01:33 UTC



Dette dokument er underskrevet digitalt via **Penneo.com**. Signeringsbeviserne i dokumentet er sikret og valideret ved anvendelse af den matematiske hashværdi af det originale dokument. Dokumentet er låst for ændringer og tidsstemplet med et certifikat fra en betroet tredjepart. Alle kryptografiske signeringsbeviser er indlejret i denne PDF, tilfælde af de skal anvendes til validering i fremtiden.

Sådan kan du sikre, at dokumentet er originalt

Dette dokument er beskyttet med et Adobe CDS certifikat. Når du åbner dokumentet

i Adobe Reader, kan du se, at dokumentet er certificeret af **Penneo e-signature service <penneo@penneo.com>**. Dette er din garanti for, at indholdet af dokumentet er uændret.

Du har mulighed for at efterprøve de kryptografiske signeringsbeviser indlejret i dokumentet ved at anvende Penneos validator på følgende websted: <https://penneo.com/validator>