

Fitness Institute ApS  
C/O Pure Gym Denmark A/S  
Torveporten 2, 4.  
DK-2500 Valby  
CVR no. 33 88 66 24

## **Annual report for 2023**

Adopted at the annual general meeting on 31  
May 2024

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Morten Nørdum Bentzen  
chairman

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## Statement by management on the annual report

The Board of Directors and Executive board have today discussed and approved the annual report of Fitness Institute 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 company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

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

Valby, 31 May 2024

### **Executive board**

Morten Nørdum Bentzen

### **Board of Directors**

Alexander Basil John Wood  
chairman

Morten Nørdum Bentzen

Zelda Hansson

## The Independent Practitioner's Report

### *To the shareholder of Fitness Institute ApS*

#### **Opinion**

We have performed an extended review of the Financial Statements of Fitness Institute 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. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work performed, 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 operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

#### **Basis for Opinion**

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the Practitioner's responsibilities for the extended review 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

#### **Management's responsibility 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.

#### **Practitioner'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 in respect of our conclusion on the Financial Statements and, moreover, that we perform supplementary procedures specifically required to obtain additional assurance in respect of our conclusion.

## The Independent Practitioner's Report

An extended review consists of making inquiries, primarily of Management and others within the enterprise, as appropriate, and applying analytical procedures and the supplementary procedures specifically required as well as assessing the evidence obtained.

An extended review is less in scope than an audit and, consequently, we do not express an audit opinion on the Financial Statements.

Hellerup, 31 May 2024

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
CVR no. 33 77 12 31

Bo Schou-Jacobsen  
State Authorized Public Accountant  
MNE no. mne28703

Sune Christensen Bjerre  
State Authorized Public Accountant  
MNE no. mne47832

## Company details

### **The company**

Fitness Institute ApS  
C/O Pure Gym Denmark A/S  
Torveporten 2, 4.  
DK-2500 Valby

CVR no.: 33 88 66 24

Reporting period: 1 January - 31 December 2023

Domicile: Copenhagen

### **Board of Directors**

Alexander Basil John Wood, chairman  
Morten Nørdum Bentzen  
Zelda Hansson

### **Executive board**

Morten Nørdum Bentzen

### **Auditors**

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
2900 Hellerup

## Accounting policies

The annual report of Fitness Institute ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, as well as provisions applying to reporting class C entities.

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

The annual report for 2023 is presented in TDKK.

### **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.

### **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 an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

#### **Revenue**

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

## Accounting policies

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

### **Raw materials and consumables**

Costs of raw materials and consumables include the raw materials and consumables used in generating the year's revenue.

### **Other operating income**

The item Other operating income includes items of a secondary nature relative to the company's activities, including gains on the sale of intangible assets and items of property, plant and equipment, operating losses, indemnities relating to operating losses and conflicts as well as payroll refunds. Indemnities are recognised when it is more probable than not that the company is going to be indemnified.

### **Other external expenses**

Other external expenses include expenses related 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 pensions, as well as other social security contributions, etc. made to the entity's employees.

### **Financial income and expenses**

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, realised and unrealised gains and losses on foreign currency transactions and allowances under the Danish Tax Prepayment Scheme.

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

The company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. Subsidiaries participate in the joint taxation arrangement from the time when they are included in the consolidated financial statements and until the time when they withdraw from the consolidation.

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**

#### **Tangible assets**

Items of plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

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

#### **Impairment of fixed assets**

The carrying amount of property, plant and equipment is tested annually for impairment, in addition to what is reflected through normal amortisation and depreciation.

#### **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.

#### **Prepayments**

Prepayments recognised under 'Current assets' comprise expenses incurred relating to future financial years.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash and deposits at banks.

#### **Income tax and deferred tax**

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.

The company and all its Danish group entities are taxed on a joint basis. The current income tax charge is allocated between the jointly taxed entities relative to their taxable income. Tax losses are allocated based on the full absorption method. The jointly taxed entities are eligible for the Danish Tax Prepayment Scheme.

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

## Accounting policies

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 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.

### **Deferred income**

Deferred income recognised under 'Current liabilities' comprise payments received relating to income in future financial years.

## Income statement 1 January - 31 December

	<u>Note</u>	<u>2023</u> TDKK	<u>2022</u> TDKK
<b>Gross profit</b>		<b>887</b>	<b>330</b>
Staff costs	3	<u>-6</u>	<u>-2</u>
<b>Profit/loss before amortisation/depreciation and impairment losses</b>		<b>881</b>	<b>328</b>
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		<u>-27</u>	<u>-27</u>
<b>Profit/loss before net financials</b>		<b>854</b>	<b>301</b>
Financial income		13	1
Financial costs		<u>-33</u>	<u>-10</u>
<b>Profit/loss before tax</b>		<b>834</b>	<b>292</b>
Tax on profit/loss for the year	4	<u>-193</u>	<u>-58</u>
<b>Profit/loss for the year</b>		<u><b>641</b></u>	<u><b>234</b></u>
 <b>Recommended appropriation of profit/loss</b>			
Retained earnings		<u>641</u>	<u>234</u>
		<u><b>641</b></u>	<u><b>234</b></u>

## Balance sheet 31 December

	<u>Note</u>	<u>2023</u> TDKK	<u>2022</u> TDKK
<b>Assets</b>			
Other fixtures and fittings, tools and equipment	5	<u>28</u>	<u>19</u>
<b>Tangible assets</b>		<u><b>28</b></u>	<u><b>19</b></u>
<b>Total non-current assets</b>		<u><b>28</b></u>	<u><b>19</b></u>
Trade receivables		0	74
Receivables from Group companies		335	344
Other receivables		50	13
Deferred tax asset		95	269
Prepayments		<u>50</u>	<u>0</u>
<b>Receivables</b>		<u><b>530</b></u>	<u><b>700</b></u>
<b>Cash at bank and in hand</b>		<u><b>605</b></u>	<u><b>852</b></u>
<b>Total current assets</b>		<u><b>1,135</b></u>	<u><b>1,552</b></u>
<b>Total assets</b>		<u><u><b>1,163</b></u></u>	<u><u><b>1,571</b></u></u>

## Balance sheet 31 December

	<u>Note</u>	<u>2023</u> TDKK	<u>2022</u> TDKK
<b>Equity and liabilities</b>			
Share capital		90	90
Retained earnings		<u>-709</u>	<u>-1,350</u>
<b>Equity</b>		<u><b>-619</b></u>	<u><b>-1,260</b></u>
Holiday allowance		<u>179</u>	<u>169</u>
<b>Total non-current liabilities</b>	6	<u><b>179</b></u>	<u><b>169</b></u>
Trade payables		127	123
Payables to Group companies		1,417	1,388
Joint taxation contributions payable		10	0
Other payables		1	26
Deferred income	7	<u>48</u>	<u>1,125</u>
<b>Total current liabilities</b>		<u><b>1,603</b></u>	<u><b>2,662</b></u>
<b>Total liabilities</b>		<u><b>1,782</b></u>	<u><b>2,831</b></u>
<b>Total equity and liabilities</b>		<u><u><b>1,163</b></u></u>	<u><u><b>1,571</b></u></u>
Uncertainty about the continued operation (going concern)	1		
Main activity	2		
Subsequent events	8		
Contingent liabilities	9		
Related parties and ownership structure	10		

## Statement of changes in equity

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2023	90	-1,350	-1,260
Net profit/loss for the year	<u>0</u>	<u>641</u>	<u>641</u>
<b>Equity at 31 December 2023</b>	<b><u>90</u></b>	<b><u>-709</u></b>	<b><u>-619</u></b>

## Notes

### 1 Uncertainty about the continued operation (going concern)

The Company has a negative equity at the balance sheet date. The Company is dependent on continued liquidity from group companies, including Pinnacle Bidco PLC (“the Group”).

The Company has received a letter of support from Pinnacle Bidco PLC, stating that Pinnacle Bidco PLC will support the Company to the extent necessary for the financial year 2024, ie. 31 December 2024.

Based on the above it is the assessment of the Executive Board and Board of Directors that the Company has sufficient capital resources to continue operations until at least 31 December 2024.

Management therefore submits the Annual Report on the assumption of going concern.

### 2 Main activity

Fitness Institute ApS offers educations and courses targeted at the fitness industry.

	<u>2023</u> TDKK	<u>2022</u> TDKK
<b>3 Staff costs</b>		
Other social security costs	0	4
Other staff costs	6	-2
	<u>6</u>	<u>2</u>
Number of fulltime employees on average	<u>0</u>	<u>0</u>
<b>4 Tax on profit/loss for the year</b>		
Deferred tax for the year	174	65
Adjustment of tax concerning previous years	9	-7
Joint taxation contribution	10	0
	<u>193</u>	<u>58</u>

## Notes

### 5 Tangible assets

	Other fixtures and fittings, tools and equipment
Cost at 1 January 2023	82
Additions for the year	37
Cost at 31 December 2023	119
Impairment losses and depreciation at 1 January 2023	63
Depreciation for the year	28
Impairment losses and depreciation at 31 December 2023	91
<b>Carrying amount at 31 December 2023</b>	<b>28</b>

### 6 Long term debt

	Debt at 1 January 2023	Debt at 31 December 2023	Instalment next year	Debt outstanding after 5 years
Holiday allowance	169	179	0	179
	<b>169</b>	<b>179</b>	<b>0</b>	<b>179</b>



## Notes

### **7 Deferred income**

Deferred income comprises prepaid courses held in the new financial year.

### **8 Subsequent events**

No events have occurred after the balance sheet date that would influence the evaluation of these financial statements.

### **9 Contingent liabilities**

The company is taxed jointly with the Danish companies in the Group. Together with the other companies in the Group, the company is jointly liable for corporate taxes and withholding taxes on dividends, interests and royalties within the joint taxation scheme.

Operating leases have been concluded with a total nominal residual lease payment of TDKK 0 (2022: TDKK 215).

Guarantees on rent obligations constitute TDKK 0 at 31 December 2023. (2022: TDKK 409).

### **10 Related parties and ownership structure**

#### **Controlling interest**

The Company is fully owned by Pure Gym Denmark A/S, Torveporten 2, DK-2500 Valby, Denmark.

#### **Consolidated financial statements**

Fitness Institute ApS is included in the consolidated financial statements of Pinnacle Bidco PLC and Pinnacle Topco Limited. The consolidated financial statements can be requested at the following address:

Town Centre House, Merrion Centre, Leeds LS2 8LY, Pure Gym Ltd, UK.