Foodora Denmark ApS

Sommervej 31E 3., 8210 Aarhus V

Annual report

2023

Company reg. no. 34 73 97 57

The annual report was submitted and approved by the general meeting on the 28 June 2024.

Oliver Maxwell Frost
Chairman of the meeting

Contents

Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's statement

Today, the Board of Directors and the Managing Director have approved the annual report of Foodora Denmark ApS for the financial year 2023.

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

We consider the chosen accounting policy to be appropriate, and 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 true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

Aarhus, 10 April 2024

Managing Director

Oliver Maxwell Frost

Board of directors

Pedram Assadi	Oliver Maxwell Frost	Eirik Ruistuen

Independent auditor's report on extended review

To the Shareholders of Foodora Denmark ApS

Opinion

We have performed an extended review of the financial statements of Foodora Denmark ApS for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

Based on the work performed, 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 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 "Auditor’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 opinion.

Management’s Responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor’s responsibilities for the extended review of the Financial Statements

Our responsibility is to express a opinion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our opinion on the financial statements and in addition perform specifically required supplementary procedures to obtain further assurance for our opinion.

Independent auditor's report on extended review

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

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

Statement on the Management’s Review

Management is responsible for the Management’s Review.

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

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

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

Based on the work we have performed, we conclude that the 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 the Management’s Review.

Vejle, 10 April 2024

Martinsen
State Authorised Public Accountants
Company reg. no. 32 28 52 01

Jesper Hørby Jensen
State Authorised Public Accountant
mne34103

Company information

The company	Foodora Denmark ApS Sommervej 31E 3. 8210 Aarhus V	
	Company reg. no.	34 73 97 57
	Established:	22 November 2012
	Domicile:	Aarhus, Denmark
	Financial year:	1 January 2023 - 31 December 2023 11th financial year
Board of directors	Pedram Assadi Oliver Maxwell Frost Eirik Ruistuen	
Managing Director	Oliver Maxwell Frost	
Auditors	Martinsen Statsautoriseret Revisionspartnerselskab Dandyvej 3 B 7100 Vejle	

Management´s review

The principal activities of the company

Delivery Hero Denmark ApS is a marketplace and delivery business creating value by supplying ordering, delivery and service facilities to Danish restaurants and consumers.

Development in activities and financial matters

The gross profit for the year totals DKK 61.598.000 against DKK -1.417.000 last year. Income or loss from ordinary activities after tax totals DKK -1.473.000 against DKK -55.028.000 last year.

Throughout 2023, the company strategically focused on establishing Foodora as a prominent brand following the transition from Hungry.dk. This initiative involved substantial investments in marketing and operational enhancements to ensure Foodora's sustainable growth trajectory. The loss for 2023 is according to the expectations.

Looking ahead to 2024, the company plans to allocate additional resources towards expanding its market share.

The company's owners have strengthened the company's equity with a contribution from the parent company of DKK 78.600.000 thousand. In addition, the Foodora group has provided a market support payment of DKK 85.093.674 thousand, which is recognized in the income statement as other operating income.

Events occurring after the end of the financial year

No significant events have been experienced since the balance sheet date.

Accounting policies

The annual report for Foodora Denmark ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, writedowns for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Gross profit

Gross profit comprises the revenue, changes in inventories of finished goods, and work in progress, own work capitalised, other operating income, and external costs.

The enterprise will be applying IFRS 15 as its basis of interpretation for the recognition of revenue.

The revenue is recognised when the control of the identifiable individual performance obligations has been performed in respect of the customer whereby the customer gains control of the asset or the service. Sales remunerations are allocated proportionally to the individual performance obligations in the agreement.

Accounting policies

Revenue from service contracts is recognised on a linear basis over the period during which the service is performed.

Revenue is measured at fair value of agreed remunerations, less VAT and expenses. All forms of discount are recognised in revenue.

Revenue from contracts, including variable considerations such as quantity discounts and performance-related payments are recognised at the most probable consideration value. Revenue is not recognised until it is deemed most likely that changes in the estimated variable consideration will not subsequently result in the reversal of a material part of the amount, thus reducing revenue.

Cost of sales comprises costs of goods for resale less discounts and changes in inventories.

Other operating income comprises items of a secondary nature as regards the principal activities of the enterprise, including profit from the disposal of tangible assets as well as salary reimbursements received.

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, premises, loss on receivables, and operational leasing costs.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and writedown for impairment

Depreciation, amortisation, and writedown for impairment comprise depreciation on, amortisation of, and writedown for impairment of tangible assets, respectively.

Other operating expenses

Other operating expenses comprise items of secondary nature as regards the principal activities of the enterprise, including losses on the disposal of tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

Accounting policies

Statement of financial position

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment. Land is not subject to depreciation.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Buildings	30 years	20 %
Plant and machinery	5-10 years	0-20 %
Other fixtures and fittings, tools and equipment	3-5 years	0-20 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

As regards self-constructed assets, the cost comprises direct costs for materials, components, deliveries from subsuppliers, payroll costs, and borrowing costs from specific and general borrowing concerning the construction of each individual asset.

Leases

The enterprise will be applying IFRS 16 as its basis of interpretation for the recognition of classification and recognition of leases.

Accounting policies

Leases pertaining to property, plant, and equipment for which the enterprise has the right-of-use are recognised in the statement of financial position as right-of-use assets. The assets are, at initial recognition, measured at imputed cost, consisting of:

- The imputed lease liability
- Any lease payments paid prior to – or on – the starting date, less any lease incentives received
- Any direct start-up costs
- Any restoring costs

Hereafter, recognised leased assets are treated like the enterprise’s remaining property, plant, and equipment.

Lease liabilities are recognised in the statement of financial position as liabilities other than provision and are measured, at initial recognition, at the present value of lease payments payable over the lease term. This includes a purchase option in the event that the enterprise expects to purchase the right-of-use asset. When determining the present value, the internal rate of return or, alternatively, the enterprise’s borrowing rate is applied as discount rate.

Hereafter, the lease liability is treated like the remaining financial liabilities, i.e. at amortised cost.

The interest element of the lease payments is recognised in the income statement over the contractual term.

The following leases are not recognised as assets and liabilities in the statement of financial position:

- Leases with a duration of twelve months or less (short leases)
- Leases where the replacement value of the asset is less than DKK 30,000. (low-value assets)

For such leases, the lease payment is recognised in the income statement as an expense on a linear basis over the lease term.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in subsidiarie og associate are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Writedown for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Accounting policies

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

Inventories

Inventories are measured at cost according to the FIFO method. In cases when the net realisable value of the inventories is lower than the cost, the latter is written down for impairment to this lower value.

The net realisable value for inventories is recognised as the estimated selling price less costs of completion and selling costs. The net realisable value is determined with due consideration of negotiability, obsolescence, and the development of expected market prices.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

To counter expected losses, writedown is done to net realisable value. The enterprise will be applying IFRS 9 as the basis of interpretation for the recognition of impairment of financial assets, meaning that an expected loss must be included at initial recognition of the receivable.

Prepayments

Prepaymentsrecognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Income tax and deferred tax

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Deferred tax is measured based on the tax rules and tax rates on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Accounting policies

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Liabilities other than provisions

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

Also, capitalised residual leasing liabilities associated with financial leasing contracts are recognised in the financial liabilities.

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

All amounts in DKK.

Note		2023	2022
	Gross profit	**61.597.852**	**-1.416.736**
2	Staff costs	-58.349.386	-49.405.258
	Depreciation and impairment of property, land, and equipment	-4.441.625	-3.570.875
	Other operating expenses	0	-431.427
	Operating profit	**-1.193.159**	**-54.824.296**
	Other financial income	314.238	2.992
3	Other financial expenses	-675.356	-206.869
	Pre-tax net profit or loss	**-1.554.277**	**-55.028.173**
	Tax on net profit or loss for the year	80.907	0
	Net profit or loss for the year	**-1.473.370**	**-55.028.173**
	Proposed distribution of net profit:		
	Allocated from retained earnings	-1.473.370	-55.028.173
	Total allocations and transfers	**-1.473.370**	**-55.028.173**

Balance sheet at 31 December

All amounts in DKK.

Note	Assets	2023	2022
	Non-current assets		
4	Property	10.965.707	7.576.919
5	Other fixtures and fittings, tools and equipment	2.730.185	3.355.525
	Total property, plant, and equipment	13.695.892	10.932.444
	Deposits	0	63.900
	Total investments	0	63.900
	Total non-current assets	**13.695.892**	**10.996.344**
	Current assets		
	Goods for resale	460.128	217.832
	Total inventories	460.128	217.832
	Trade receivables	3.504.379	2.946.024
	Receivables from subsidiaries	81.681.319	0
	Prepayments	1.465.672	1.351.596
	Total receivables	86.651.370	4.297.620
	Cash and cash equivalents	8.998.595	9.747.355
	Total current assets	**96.110.093**	**14.262.807**
	Total assets	**109.805.985**	**25.259.151**

Balance sheet at 31 December

All amounts in DKK.

Note	**Equity and liabilities**	2023	2022
	Equity		
	Contributed capital	222.250	222.250
	Retained earnings	79.391.204	2.264.574
	Total equity	**79.613.454**	**2.486.824**
	Liabilities other than provisions		
6	Lease liabilities	9.395.632	6.708.544
	Total long term liabilities other than provisions	9.395.632	6.708.544
	Current portion of long term liabilities	2.318.355	1.572.041
	Prepayments received from customers	4.191.755	3.949.469
	Trade payables	3.995.076	1.804.258
	Payables to subsidiaries	0	4.020.999
	Other payables	10.291.713	4.717.016
	Total short term liabilities other than provisions	20.796.899	16.063.783
	Total liabilities other than provisions	**30.192.531**	**22.772.327**
	Total equity and liabilities	**109.805.985**	**25.259.151**

1 **Special items**

Statement of changes in equity

All amounts in DKK.

	Contributed capital	Retained earnings	Total
Equity 1 January 2022	222.250	16.292.747	16.514.997
Profit or loss for the year brought forward	0	-55.028.173	-55.028.173
Contribution from the parent company	0	41.000.000	41.000.000
Equity 1 January 2022	222.250	2.264.574	2.486.824
Profit or loss for the year brought forward	0	-1.473.370	-1.473.370
Contribution from the parent company	0	78.600.000	78.600.000
	222.250	**79.391.204**	**79.613.454**

Notes

All amounts in DKK.

1. Special items

Special items include significant income and expenses of a special nature relative to the enterprise's ordinary operating activities, such as the cost of extensive structuring of processes and fundamental structural adjustments and any related gains on disposal and losses which, over time, have a significant impact. Special items also include other significant amounts of a nonrecurring nature.

As mentioned in the management commentary, the net profit or loss for the year is affected by a number of factors that differ from what is considered by management to be part of operating activities.

Special items for the year are specified below, indicating where they are recognised in the income statement.

	2023	2022
Income:		
Market support payment	85.093.674	0
	85.093.674	0
Special items are recognised in the following items in the financial statements:		
Other operation income	85.093.674	0
Profit of special items, net	**85.093.674**	**0**

2. Staff costs

	2023	2022
Salaries and wages	54.677.731	47.150.133
Pension costs	2.712.722	1.495.066
Other costs for social security	958.933	760.059
	58.349.386	**49.405.258**
Average number of employees	66	76

3. Other financial expenses

	2023	2022
Other financial costs	675.356	206.869
	675.356	**206.869**

Notes

All amounts in DKK.

		31/12 2023	31/12 2022
4.	**Property**		
	Lease assets are recognised at a carrying amount of	10.965.707	7.576.919
5.	**Other fixtures and fittings, tools and equipment**		
	Lease assets are recognised at a carrying amount of	500.123	694.980
6.	**Lease liabilities**		
	Total lease liabilities	11.713.987	8.280.585
	Share of amount due within 1 year	-2.318.355	-1.572.041
		9.395.632	**6.708.544**
	Share of liabilities due after 5 years	299.166	988.294