

UBsend A/S

Store Torv 1, st., 8000 Aarhus C

CVR no. 36 45 85 77

Annual report 2023/24

Approved at the Company's annual general meeting on 19 November 2024

Chairman:


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Statement by Management

The Board of Directors and the Executive Board have today discussed and approved the annual report of UBsend A/S for the financial year 1 August 2023 - 31 July 2024.

The annual report has been 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 July 2024 and of the results of its operations for the financial year 1 August 2023 - 31 July 2024.

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.

Aarhus, 28 October 2024
Executive Board:



Amar Raza

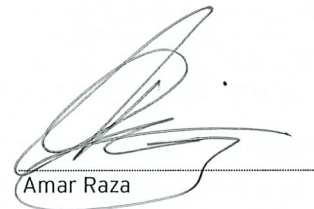
Board of Directors:



Lise Kaae
Chairman



Jeppe Bredahl



Amar Raza

Independent auditor's report

To the shareholders of UBSend A/S

Opinion

We have audited the financial statements of UBSend A/S for the financial year 1 August 2023 - 31 July 2024, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are 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 July 2024 and of the results of the Company's operations for the financial year 1 August 2023 - 31 July 2024 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements and the IESBA Code.

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 audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and 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.

Independent auditor's report

- ▶ 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 note 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.

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 conclusion thereon.

In connection with our audit 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 audit, 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 of the Management's review.

Aarhus, 28 October 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

A handwritten signature in blue ink, appearing to read 'Morten Friis', written over a light blue horizontal line.

Morten Friis
State Authorised
Public Accountant
mne32732



Management's review

Company details

Name	UBsend A/S
Address	Store Torv 1, st., DK-8000 Aarhus C
CVR no.	36 45 85 77
Registered office	Aarhus
Financial year	1 August - 31 July
Board of Directors	Lise Kaae, Chairman Jeppe Bredahl Amar Raza
Executive Board	Amar Raza
Auditors	EY Godkendt Revisionspartnerselskab Vaerkmestergade 25, DK-8000 Aarhus C

Management's review

Financial highlights

DKK'000	2023/24	2022/23	2021/22	2020/21	2019/20
Revenue	895,405	853,577	671,023	390,429	425,908
Result before net financials	44,876	11,610	48,560	20,630	3,711
Financials net	6,266	3,977	6,415	3,290	-955
Profit for the year	40,877	12,879	44,314	19,647	2,323
Total assets	244,478	194,185	195,635	108,543	92,724
Investments in tangible assets	0	0	542	357	0
Equity	100,188	69,388	66,535	22,179	2,408
Key Figures					
Solvency ratio	41.0%	35.7%	34.0%	20.5%	2.6%
Return on equity	48.2%	19.0%	99.9%	160.0%	188.6%
Average number of employees	59	53	38	28	26

Management's review

Principal activities

UBsend A/S' main activities lie within brokerage solutions for the transport and logistics industry.

Development in activities and financial matters

The result for the financial year 2023/24 shows a profit for the year of 40.9 mDKK against a profit for the year of 12.9 mDKK last financial year. The balance sheet total was 244.5 mDKK at 31 July 2024 with an equity of 100.2 mDKK.

Given an overall challenging market, Management considers the financial performance in the year satisfactory. Revenue for the year was higher than expected, while the profit for the year reached almost the communicated expectations in the annual report 2022/23.

The expectation is that the challenging market conditions will continue in the financial year 2024/25 and on that background, Management anticipates revenue to remain stable and profit before tax at a similar level as this financial year.

Statutory Statement of corporate social responsibility, cf. §99a

UBsend is a virtual carrier that enables customers to seamlessly integrate to multiple worldwide carriers via one API. For end customers the delivery experience is a vital factor when it comes to the buying decision in an online shop. From a logistics perspective, it is therefore not only important to set up a cost-effective supply chain but also to vary last mile carriers. With our team of technology and logistics experts we continuously strive to expand our solutions, covering both areas.

Environment

UBsend is focused on reducing its impact on the environment. During the last year we have had an increased focus on our Fossil-Free criteria, when adding carriers to the portfolio.

Fossil-Free is defined as where all deliveries are made on bikes, electric bikes/vans/scooters, and evening or morning deliveries when the consumer is home. Highly optimized route algorithms, warehousing and hubs are powered by solar and wind sources directly connected to the facility.

As we are an aggregator, we can only make the solution available to our customers and try to influence our customers' choice. We want to be able to offer Fossil-Free solutions to all European countries. Energy consumption, and the resulting emissions of Co2e, have been identified to be the most significant risk of negatively impacting the climate.

UBsend has also taken the decision that a supplier offsetting the Co2e cannot be rated as a Fossil-Free supplier.

UBsend has started the process of being CSRD compliant and for this we have started doing the Double Materiality Assessment (DMA) and this will be finished by the first half of the next financial year. The aim of the DMA process is to disclose and understand our impacts to the full scope of CSRD.

UBsend has over this financial year 2023/24 explored the opportunity to sign up to SBTi and realized that there is a large dependency on making and understanding the results of our DMA to finalize a correct and ambitious commitment to SBTi. The aim is that UBSend will have taken this step and committed to SBTi within the financial year 2024/25.

Management's review

Social

UBsend believes upholding human rights is fundamental. We draw our understanding of these rights from the Universal Declaration of Human Rights, its related treaties and declarations, and the broader ethical reasoning behind their development.

We recognize that unethical behaviour may present a risk when dealing with third parties while operating in a global setting. The most material risk is our code of conduct not being respected by the third-party suppliers.

UBsend strives to be an attractive workplace and has a high focus on employee development and well-being. Our employees are our greatest asset; therefore, we always work to create a safe and healthy working environment with a high level of employee satisfaction. The most material risk within social and employee relations is work-related mental health.

To ensure that our employees are a part of the sustainability journey, sustainability training and introduction courses have been held over the last 12 months. This will continue in the future. For the next financial year 2024/25 we will keep developing the internal communication to secure a constant flow of information sharing of ESG KPI's..

All UBsend employees have also within this financial year reviewed mandatory training in our Code of Ethics.

Governance

UBsend sees anticorruption as a material risk. It is important to continually ensure that we are not complicit in any form of corruption.

UBsend does not tolerate any form of bribery or corruption.

UBsend is working with our supplier Code of Conduct and has been doing so for 5 years. Currently we have 97,47% of our supplier spending covered by our Code of Conduct, and all suppliers with a spending higher than 50.000 DKK per year. Suppliers are doing Self-assessment when we enter and renew contracts. We also have in all contracts the right to perform unannounced audits. For now, we are doing ad hoc audits, but as a part of developing our Procurement strategy and policy, we will change this to a more structured approach.

For further governance we are reporting to Heartland A/S on fixed ESG KPI's.

In the financial year 2023/24 we have updated + developed our policies within:

Anti Bribery + Corruption, Code of Ethics, Human & Labor rights, IT Security & Privacy, Health & Safety, Equal Opportunity, Diversity, Promotion, Retention, Inclusion, Sexual Harassment, Whistleblower, Training & Education, Conflict of Interest, Environmental.

These are currently under Management approval and signoff.

A sustainable procurement policy is also under development and target is to have that finalised within the financial year 2024/25.

UBsend is continuously providing online training courses to employees on these topics.

UBsend is also making a sustainability vision that will be the overall guiding star towards 2030. The plan / vision will be dependent on the findings in the DMA process. This will help to ensure that UBsend has a clear direction and common values.

Management's review

Statutory report of the gender distribution in management cf. §99b

UBsend is subject to the rules on target figures and policies for the gender composition of management.

Board of Directors

The Board of Directors of UBsend consists of three members – two men and one woman. Therefore, there is an equal gender composition in the Board of Directors.

Other Management Levels

The "other management levels" in UBsend consist of eight persons – all men. Therefore, there is not an equal gender composition at "the other management levels".

The "other management levels" consist of the first level: The executive board and those on the same organizational level, second level: The people with employee responsibilities referring directly to the executive board.

It is UBsend' ambition to reach a gender composition of at least 14 percent women at the "other management levels" by the end of FY 2027/2028.

UBsend has implemented a policy to increase the number of women at the "other management levels". The policy outlines UBsend' commitment to having a diverse workforce and inclusive work environment and includes specific actions such as encouraging both genders to apply for management positions and aiming to have both genders represented in the final round of job interviews for management positions. This policy was communicated in the organisation in the financial year.

There have not been any open job positions at the "other management levels" in the FY 2023/2024, but when a position opens, the recruitment actions stated in the policy will be carried out.

Once UBsend has reached the target figure of 14 percent, UBsend will re-evaluate and set the next milestone until an equal gender composition on "other management levels" has been reached.

Table Overview

Overview		2023/2024
Board of Directors	Total Number	3
	Number of Women	1
	Number of Men	2
	Gender Distribution (women/men)	(33 %/67 %)
	Target Figure	N/A (equal representation)
	Year of Fulfilment of Target Figure	N/A
Other Management Levels	Total Number	8
	Number of Women	0
	Number of Men	8
	Gender Distribution (women/men)	(0 %/100 %)
	Target Figure	14 %
	Year of Fulfilment of Target Figure	2027/2028

Data Ethics

In UBSend we insist on keeping high ethical standards and data ethics is one of our core values. We do hold high volumes of our customers' personal data, which is one of many drivers for us to have focus on data ethics.

We are constantly working with data to secure high integrity and security.

We use the privacy policy as a base for our general understanding of how we handle data from others. The data ethics principles have a broad scope and concern various aspects of our business, including data protection, digitalization, transparency, confidentiality, discrimination, diversity, awareness, etc.

Core content of data ethics policy

In our work with external partners' personal data, we have a DPA in place which complies with GDPR. We respect and protect the personal rights of our customers, colleagues and business partners. When assessing new business ideas, the protection of personal data has a high priority. We safeguard the personal data that we process and have implemented data protection and IT security policies and guidelines.

Our use of data is responsible and sustainable, meaning that we only collect data from reliable sources and only use it for relevant business purposes. We do not use technology such as artificial intelligence or data in a way that may result in discrimination.

We only share data with third parties for lawful purposes. We do not sell personal data.

Every employee in UBSend is required to complete the mandatory training courses comprising the Data Ethics Policy.

Data collection and use

We collect personal information such as names, phone numbers and e-mail addresses, in accordance with the General Data Protection Regulation (GDPR) and local data protection laws. For data storage, we leverage Microsoft's cloud services, which adhere to strict data security and privacy standards including ISO 27001, ISO 27018, EUMC, SOC 1, and SOC 2. Moreover, we have implemented robust security measures following Microsoft recommendation, achieving high security scores according to Microsoft security benchmarks. These measures ensure the highest level of protection for our users' data.

For our users, we collect personal information to create user accounts. We collect payment information for transactions, adhering to the Payment Card Industry Data Security Standard (PCI DSS) for secure financial transactions.

We use Adyen BV as our external payment provider where Adyen processes personal data and while performing their services they act as a data processor under the direction and responsibility of the Merchant in accordance with EU Privacy Directive 95/46 and any successor (including EU Privacy Regulation 2016/679) and applicable privacy laws.

Financial statements 1 August - 31 July

Income statement

Note	DKK'000	2023/24	2022/23
2	Revenue	895,405	853,577
	Cost of sales	-800,064	-799,051
	Other operating income	47	0
	Other external costs	-12,477	-10,267
	Gross profit	82,911	44,259
3	Staff costs	-37,724	-32,473
	Depreciation, amortisation and impairment losses	-311	-176
	Result before net financials	44,876	11,610
	Income from investments in subsidiaries	4,569	3,442
4	Financial income	2,438	733
5	Financial expenses	-741	-198
	Result before tax	51,142	15,587
6	Tax for the year	-10,265	-2,708
	Result for the year	40,877	12,879
7	Proposed distribution of profit/loss		
	Transfer to reserve for net revaluation according to the equity method	4,569	3,442
	Retained earnings	6,308	-563
	Proposed dividend	30,000	10,000
		40,877	12,879

Financial statements 1 August - 31 July

Balance sheet

Note	DKK'000	2024	2023
	ASSETS		
	Non-current assets		
8	Intangible assets		
	Development projects	1,793	1,128
	Development projects in process	2,049	130
	Software	0	0
		<u>3,842</u>	<u>1,258</u>
9	Property, plant and equipment		
	Fixtures and fittings, tools and equipment	361	685
	Financial assets		
10	Investments in subsidiaries	19,887	17,785
11	Deposits	1,062	737
		<u>20,949</u>	<u>18,522</u>
	Total non-current assets	<u>25,152</u>	<u>20,465</u>
	Current assets		
	Receivables		
	Trade receivables	50,992	67,496
	Receivables from group entities	51,052	68,898
	Corporation tax	0	1,310
	Other receivables	5,127	10,358
12	Deferred tax asset	0	28
13	Prepayments	1,409	952
		<u>108,580</u>	<u>149,042</u>
	Cash	110,746	24,678
	Total current assets	<u>219,326</u>	<u>173,720</u>
	TOTAL ASSETS	<u>244,478</u>	<u>194,185</u>

Financial statements 1 August - 31 July

Balance sheet

Note	DKK'000	2024	2023
	EQUITY AND LIABILITIES		
	Equity		
14	Share capital	1,867	1,867
	Net revaluation acc. to the equity method	19,775	15,930
	Reserve for development costs	2,997	981
	Retained earnings	45,549	40,610
	Proposed dividend	30,000	10,000
	Total equity	<u>100,188</u>	<u>69,388</u>
	Provisions		
	Deferred tax	595	0
	Total liabilities	<u>595</u>	<u>0</u>
	Liabilities		
	Current liabilities		
	Trade payables	127,699	115,452
	Payables to group entities	1,393	5,484
	Corporation tax	9,204	17
	Other payables	5,399	3,844
	Total liabilities	<u>143,695</u>	<u>124,797</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>244,478</u></u>	<u><u>194,185</u></u>

- 1 Accounting policies
- 15 Contractual obligations and contingencies, etc.
- 16 Related parties
- 17 Fee to the auditors appointed by the company in general meeting

Financial statements 1 August - 31 July

Statement of changes in equity

DKK'000	Share capital	Net revaluation acc. to the equity method	Reserve for development costs	Retained earnings	Proposed dividend	Total
Equity at 1 August 2023	1,867	15,930	981	40,610	10,000	69,388
Foreign exchange adj. on the translation of foreign entities	0	-77	0	0	0	-77
Profit distribution	0	4,569	0	6,308	30,000	40,877
Transfer	0	-637	2,016	-1,379	0	0
Paid dividend	0	0	0	0	-10,000	-10,000
Equity at 31 July 2024	1,867	19,775	2,997	45,529	30,000	100,188

Financial statements 1 August - 31 July

Notes

1 Accounting policies

The annual report of UBSend A/S for 2023/24 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to large reporting class C entities.

In the current financial year, the company moved from medium to large reporting class C entities. Beside from this the accounting policies applied are consistent with those of last year.

The financial statements are presented in Danish Kroner (DKK'000).

Pursuant to sections § 112, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities.

All costs, 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.

Foreign currency translation

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

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

Non-current assets acquired in foreign currency are measured at the exchange rate at the transaction date.

Financial statements 1 August - 31 July

Notes

1 Accounting policies (continued)

Income statement

Revenue

The Company has chosen IAS 18 as interpretation for revenue recognition.

Income from the sale of freight services is recognized in the income statement when delivery and transfer of risk to the buyer has taken place, and if the income can be calculated reliably and is expected to be received.

Revenue is measured at the fair value of the agreed remuneration excl. VAT and taxes. All types of discounts are deducted from net sales.

Cost of sales

Cost of sales include the year's cost incurred to achieve the revenue for the year.

Other external expenses

Other external costs comprise costs for sales, administration etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance and pensions, and other social security costs, etc., for the Company's employees. Refunds received from public authorities are deducted from staff costs.

Depreciation

Depreciation for the year comprises depreciation for the year on property plant and equipment.

The basis of depreciation is based on the residual value of the asset at the end of its useful life 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.

Income from investments in subsidiaries

The proportionate share of the profit/loss for the year of subsidiaries is recognised in the company's income statement after full elimination of intra-group profits/losses and amortisation of goodwill. In situations of sales of subsidiaries gains/losses are recognised in the income statement.

Financial income and expenses

Financial income and expenses comprise interest income and expenses, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc. Interest expenses are not capitalised.

Financial statements 1 August - 31 July

Notes

1 Accounting policies (continued)

Tax for the year

Tax for the year comprises current tax for the year and changes in deferred tax. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts recognised directly in equity is recognised directly in equity. The tax expense recognised in the income statement relating to the extraordinary profit/loss for the year is allocated to this item, whereas the remaining tax expense is allocated to the profit/loss for the year from ordinary activities.

Balance sheet

Intangible assets

On initial recognition, intangible assets are measured at cost.

Amortisation is made over the estimated economic life without the determination of a residual value.

Development costs comprise expenses, salaries and amortisation directly attributable to the company's development activities.

Development projects that are clearly defined and identifiable and where the technical feasibility, sufficient resources and a potential future market or development potential are evidenced, and where the company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs, administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 3 years.

Software is measured at cost less accumulated amortisation. Software is amortised over the remaining useful life, however not exceeding 5 years.

Property, plant and equipment

Plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Individual components of property, plant and equipment that have different useful lives are accounted for as separate items, which are depreciated separately.

Depreciation is provided on a straight-line basis over the expected useful lives. The expected useful lives are as follows:

Fixtures and fittings, tools and equipment	3 years
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Financial statements 1 August - 31 July

Notes

1 Accounting policies (continued)

The basis of depreciation is based on the residual value of the asset at the end of its useful life 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.

Gains and losses on the disposal of property, plant and equipment are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. The gains or losses are recognised in the income statement as other operating income or other operating costs, respectively.

Investments in subsidiaries

Investments in subsidiaries are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus any remaining value goodwill stated according to the purchase method.

Investments in subsidiaries with a negative net asset value are measured at DKK 0, and the carrying amount of any receivables from these entities is reduced to the extent that they are considered irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the receivable, the balance is recognised under provisions.

Goodwill is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 5 years. The amortisation period is fixed on the basis of the expected repayment horizon and is longest for strategically acquired entities with strong market positions and long-term earnings profiles.

Net revaluations of investments in subsidiaries are taken to the net revaluation reserve according to the equity method in so far as that the carrying amount exceeds the cost.

Impairment of non-current assets

The carrying amount of non-current assets is tested for impairment, other than what is reflected through normal amortisation and depreciation, on an annual basis.

Where there is evidence of impairment, an impairment test is performed for each individual asset or group of assets, respectively. If it is not possible to determine the recoverable amount for individual assets, the assets are reviewed jointly in the smallest identifiable group of assets to determine a reliable recoverable amount.

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

Assets, for which it is not possible to calculate an individual capital value as the asset, in itself, does not generate future cash flows, are subject to a test for indication of impairment together with the group of assets, to which they may be attributed.

Previously recognised impairment losses are reversed when the reason for recognition no longer exist. Impairment losses on goodwill are not reversed.

Financial statements 1 August - 31 July

Notes

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost. Write-down is made for expected losses.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Equity

Reserve for net revaluation according to the equity method

The reserve for net revaluation according to the equity method in the company's financial statements comprises net revaluation of investments in subsidiaries relative to the cost.

Dividend

Proposed dividend is recognised as a liability at the date when it is adopted at the annual general meeting (declaration date). Dividend expected to be distributed for the year is presented as a separate line item in equity.

Corporation tax and deferred tax

Current tax payables and receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on taxable income in previous years and tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the intended use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carryforwards, are measured at the value at which they are expected to be utilised, either through elimination against tax on future earnings or through a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net assets are measured at net realisable values.

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. Changes in deferred tax due to changes in tax rates are recognised in the income statement.

Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

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1 Accounting policies (continued)

Segment information

The company only operates within one segment, sale of brokerage solutions for the transport and logistics industry. Information is disclosed by geographical markets. Segment information is based on the Company's accounting policies, risks and management control.

Cash flow statement

No cash flow statement has been prepared for the company, as the company's cash flows are included in the cash flow statement for the group, cf. section 86 (1) of the Danish Financial Statements Act. 4

Financial ratios

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total equity and liabilities at year end}}$
Return on equity	$\frac{\text{Profit/loss for the year} \times 100}{\text{Average equity}}$

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2	Revenue		
	DKK'000	<u>2023/24</u>	<u>2022/23</u>
	Nordics	144,701	227,604
	United Kingdom	213,818	129,138
	Rest of Europe	536,596	496,580
	Rest of World	287	255
		<u>895,402</u>	<u>853,577</u>
3	Staff costs		
	DKK'000	<u>2023/24</u>	<u>2022/23</u>
	Wages and salaries	34,469	27,966
	Pensions	2,752	2,474
	Other social security costs	521	1,033
	Other staff cost	2,388	1,531
	Capitalized under development projects	-2,406	-531
		<u>37,724</u>	<u>32,473</u>
	Average number of full-time employees	<u>59</u>	<u>53</u>
	Pursuant to section 98 B (1) of the Danish Financial Statements Act. 3, remuneration to the Executive Board is not disclosed.		
	DKK'000	<u>2023/24</u>	<u>2022/23</u>
4	Financial income		
	Financial income from Group enterprises	0	54
	Other financial income	2,438	679
		<u>2,438</u>	<u>733</u>
5	Financial expenses		
	Financial costs for Group enterprises	0	74
	Other financial expenses	741	124
		<u>741</u>	<u>198</u>
6	Tax for the year		
	Computed tax on the taxable income for the year	9,642	2,690
	Deferred tax adjustment for the year	623	18
		<u>10,265</u>	<u>2,708</u>

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7	Distribution of profit/loss DKK'000	2023/24	2022/23
	Proposed distribution of profit/loss		
	Transfer to reserve for net revaluation according to the equity method	4,569	3,442
	Retained earnings	6,308	-563
	Proposed dividend	30,000	10,000
		<u>40,877</u>	<u>12,879</u>

8	Intangible assets	Completed Develop- ment projects	Develop- ment projects in progress	Software	Total
	DKK'000				
	Cost at 1 August 2023	156	1,128	5,354	6,638
	Additions	0	2,780	0	2,780
	Transfer	1,859	-1,859	0	0
	Cost at 31 July 2024	<u>2,015</u>	<u>2,049</u>	<u>5,354</u>	<u>9,418</u>
	Amortisation and impairment losses at 1 August 2023	26	0	5,354	5,380
	Amortisation	196	0	0	196
	Amortisation and impairment losses at 31 July 2024	<u>222</u>	<u>0</u>	<u>5,354</u>	<u>5,576</u>
	Carrying amount at 31 July 2024	<u>1,793</u>	<u>2,049</u>	<u>0</u>	<u>3,842</u>

Completed development projects relate to development of software that will be used to optimize the logistic business in respect of profitability and time efficiency. The projects are amortised over 3 years.

9	Property, plant and equipment	Fixtures and fittings, tools and equipment
	DKK'000	
	Cost at 1 August 2023	1,393
	Disposals	-358
	Cost at 31 July 2024	<u>1,035</u>
	Depreciation and impairment at 1 August 2023	708
	Disposals	-149
	Depreciation	115
	Depreciation and impairment at 31 July 2024	<u>674</u>
	Carrying amount at 31 July 2024	<u>361</u>

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10 Investments in subsidiaries

DKK'000	Investments in subsidiaries
Cost at 1 August 2023	1,855
Disposals	-1,743
Cost at 31 July 2024	112
Value adjustments at 1 August 2023	15,930
Foreign exchange adjustments, foreign group entities	-77
Profit of group entities after tax	4,569
Disposals	-647
Value adjustments at 31 July 2024	19,775
Carrying amount at 31 July 2024	19,887

Name	Registered office	Voting rights and ownership
Subsidiaries		
UBsend B.V.	Amsterdam, Holland	100%
UBsend GmbH	Berlin, Deutschland	100%

11 Deposits

DKK'000	Deposits
Cost at 1 August 2023	737
Additions	325
Carrying amount at 31 July 2024	1,062

12 Deferred tax

DKK'000	2024	2023
Carrying value 1 August	28	46
Changes for the year	-623	-18
Carrying value 31 July	-595	28

13 Prepayments

Prepayments include accrual of expenses relating to subsequent financial years, including prepaid supplier invoices, insurance, etc.

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14 Share capital

The share capital consists of 1,867 shares with a nominal value of DKK 1,000. No shares have been granted special rights.

15 Contractual obligations and contingencies, etc.

Contingent liabilities

The company is jointly taxed with the other Danish enterprises in the group and are jointly and severally liable for the taxes that concern the joint taxation. The total amount appears from the annual report of HEARTLAND A/S, which is the administration company in the joint taxation.

Operating lease commitments

In addition, the company has entered rent obligations falling due within 3 years totalling DKK 2,397 thousand

16 Related parties

UBsend A/S' related parties comprise the following:

Control

The company is 86% owned by BRIGHTFOLK A/S, Store Torv 1, 3., DK-8000 Aarhus C. The accounts of UBsend A/S are included in the consolidated accounts for HEARTLAND A/S, Store Torv 1, 3., DK-8000 Aarhus C, which is both the smallest and largest group that presents consolidated accounts.

Related party transactions

Transactions in 2023/24 with related parties:

	DKK'000
Sales of services to Group Enterprises	618,662
Purchase of services from Group Enterprises	4,020
Receivables from group entities	50,992
Payables to group entities	1,393
Dividend distributed	10,000

17 Fee to the auditors appointed by the company in general meeting

Audit fees are not disclosed with reference to section 96(3) of the Danish Financial Statements Act. The fee is specified in the consolidated financial statements for HEARTLAND A/S.