# Upfield Danmark A/S

Frederiksborggade 15, 2., 1360 København K CVR no. 36 89 16 96

## Annual report 2023

Approved at the Company's annual general meeting on 18 June 2024

Chair of the meeting:

Inneli Ellsäter
Anneli Sofia Elisabet Ellsäter

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## Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Upfield Danmark A/S 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.

Copenhagen, 18 June 2024 Executive Board:			
Cluris Purkiss			
Christopher Terence William Purkiss Director			
Board of Directors:			
Anneli Ellsäter	Annica Lindberg	Cluris Purkiss	
Anneli Sofia Elisabet Elisäter Chairman	Annica Kristiina Lindberg	Christopher Terence William Purkiss	

### Independent auditor's report

To the shareholder of Upfield Danmark A/S

#### Opinion

We have audited the financial statements of Upfield Danmark A/S for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity, and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

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

#### Basis for 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is suficient 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so

#### Auditor's responsibilities for the 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 suficient 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 Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

## Independent auditor's report

- 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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 review and, in doing so, consider whether the management review is materially inconsistent with the financial statements or our knowledge obtained in 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 18 June 2024 Deloitte Statsautoriseret Revisionspartnerselskab CVR no. 33 96 35 56

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Tim Kjær-Hansen State Authorised Public Accountant mne23295

Company details

Name Upfield Danmark A/S

Address, Postal code, City Frederiksborggade 15, 2., 1360 København K

CVR no. 36 89 16 96
Established 11 May 2015
Registered office Copenhagen

Financial year 1 January - 31 December

Board of Directors Anneli Sofia Elisabet Ellsäter, Chairman

Annica Kristiina Lindberg

Christopher Terence William Purkiss

Executive Board Christopher Terence William Purkiss, Director

Auditors Deloitte

Statsautoriseret Revisionspartnerselskab Weidekampsgade 6, 2300 København S

## Financial highlights

Gross margin

DKK'000	2023	2022	2021	2020	2019
Key figures					
Revenue	103,649	125,128	143,016	151,186	156,718
Gross profit	6,546	11,504	15,821	16,051	12,979
Operating profit/loss	3,627	4,234	4,221	5,292	3,917
Net financials	4,905	648	2,941	1,292	-2,295
Profit before tax	8,532	4,882	7,162	6,584	1,622
Profit for the year	6,642	3,801	5,753	5,130	1,263
,	·	·		·	•
Total assets	71,606	58,054	55,429	70,699	99,611
Investments in property, plant and					
equipment	0	0	0	0	0
Equity	49,781	43,139	39,338	33,585	28,455
Financial ratios					
Operating margin	3.5%	3.4%	3.0%	3.5 %	2.5 %
Gross margin	6.3%	9.2%	11.1%	10.6%	8.3%
EBITDA-margin	5.6%	5.1%	4.5%	5.0%	3.9%
Return on assets	5.6%	7.5%	6.7%	6.2%	3.9%
Current ratio	323.7%	383.4%	327.6%	169.8%	125.3%
Equity ratio	69.5%	74.3%	71.0%	47.5%	28.6%
Return on equity	14.3%	9.2%	15.8%	16.5%	4.5%
Average number of full-time					
employees	1	5	11	12	7

The financial ratios stated under "Financial highlights" have been calculated as follows:

Profit/loss before net financials +/-Operating profit/loss

Other operating income and other operating expenses

Operating profit/loss (EBIT) x 100 Operating margin Revenue

Gross profit/loss x 100

Revenue

Earnings before interest, taxes and amortisations (EBITDA) x 100 EBITDA-margin

Revenue

Profit/loss from operating activites x 100 Return on assets

Average assets

Current assets x 100 Current ratio

**Current liabilities** 

Equity, year-end x 100 Equity ratio

Total equity and liabilities, year-end

Profit/loss after tax x 100 Return on equity

Average equity

#### **Business review**

Upfield produces, distributes and markets dairy alternative products in 90+ markets across four core categories – butters and spreads, creams, liquids and cheeses. Our reinvigorated iconic power brands reflect over 150 years of plant-based foods expertise and are trusted by consumers globally. Upfield scale, culture and capabilities, including extensive food technology and innovation expertise, with 14 manufacturing sites across five continents provides a winning value proposition for customers and consumers. Upfield Denmark A/S is based in Copenhagen, and it sells to the Danish market.

#### Financial review

The income statement for 2023 shows a profit of DKK 6,642 thousand against a profit of DKK 3,801 thousand last year, and the balance sheet at 31 December 2023 shows equity of DKK 49,781 thousand.

The revenue trend shows a decrease of 17.2% versus prior year, while the cost of sales decreased with 18.2%. Administrative expenses have decreased driven by a reduction in employee costs of 86% due to regional restructuring. Products are produced in factories and markets are invoiced using the cost plus mark up. TPs are adjusted quarterly by the Group and invoiced monthly to the market entities.

Financial risks and use of financial instruments

#### Credit risks

Credit risk arises from exposures to customers. The creditworthiness of customers granted credit terms in the normal course of business is monitored continually. The terms and conditions of credit sales are designed to mitigate or eliminate concentrations of credit risk with any single customer. Sales are not materially dependent on a single customer or a small group of customers.

## Foreign exchange risks

Upfield Danmark A/S operates in Denmark and receives supporting services from other European countries, primarily from the United Kingdom, Netherlands, Finland and Sweden. Due to these activities the Company is exposed to changes in the exchange rates in GBP, EUR and SEK. The Company monitors and manages the foreign currency risk relating to the operations of the Company, with the assistance of the treasury department of the Upfield Group B.V. For the time being it has been decided not to hedge the Company's foreign currency exposures.

#### Impact on the external environment

At Upfield, sustainability is at the heart of everything we do. As a leader in plant-based foods, we are driven by our purpose to transform the global food system in partnership with our customers, suppliers, and stakeholders across our value chain. Our Environmental, Social, Governance ("ESG") strategy was developed to address our material impacts and opportunities, recognising the need for rapid action to collectively address the challenges of the climate crisis, nature loss, population growth, and human health by enabling the transition to a sustainable food system. In 2023, we continued to implement our strategy and put our purpose into action to deliver positive impact across the four pillars: providing Plant-Based foods, to enable Healthier Lives and Happier People across our communities, and to contribute to a Better Planet for us all.

#### Research and development activities

Research and development work is conducted centrally within the Upfield Group and costs from these operations are distributed to the Group companies through a cost-sharing system.

### Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

#### Outlook

The Company drives strategy and vision in line with the global group and cooperates closely with other Nordic countries. The focus remains on simplifying operations and dairy alternative products while maintaining a strong focus on local customers and consumers. The expectation for Denmark is to have a small decrease on revenue however, through careful management of expenses, the company expects its operating profit margin to improve. Changes in the market, such as increased competition changing consumer habits and creating new sales channels, sets requirements on Upfield's way of working. To better and faster meet these changes Upfield is focusing on implementing new ways of identifying and capturing the opportunities created.

## Income statement

Note	DKK'000	2023	2022
	Revenue	103,649	125,128
	Cost of sales	-87,802	-107,300
	Other external expenses	-9,301	-6,324
3	Gross profit Staff costs Amortisation of intangible assets	6,546 -709 -2,210	11,504 -5,060 -2,210
4	Profit before net financials	3,627	4,234
	Financial income	4,905	669
	Financial expenses	0	-21
5	Profit before tax	8,532	4,882
	Tax for the year	-1,890	-1,081
	Profit for the year	6,642	3,801

## Balance sheet

Note	DKK'000	2023	2022
7	ASSETS Fixed assets Intangible assets		
,	Goodwill	3,315	5,525
		3,315	5,525
	Total fixed assets	3,315	5,525
	Non-fixed assets		
	Receivables		
	Trade receivables	13,749	11,418
	Receivables from group enterprises	53,814	41,034
		67,563	52,452
	Cash	728	77
	Total non-fixed assets	68,291	52,529
	TOTAL ASSETS	71,606	58,054

### Balance sheet

Retained earnings 41,781 35,13	Note DKK'000		2023	2022
8 Share capital       8,000       8,00         Retained earnings       41,781       35,13		ILITIES		
Total equity 49,781 43,13	8 Share capital		•	8,000 35,139
	Total equity		49,781	43,139
Provisions				
9 Deferred tax 729 1,2°	9 Deferred tax		729	1,215
Total provisions 729 1,21	Total provisions		729	1,215
Liabilities other than provisions Current liabilities other than provisions				
·		•	11,546	9,123
Corporation tax payable 1,913 1,10	Corporation tax pa	yable	1,913	1,102
Other payables 7,637 3,47	Other payables		7,637	3,475
21,096 13,70			21,096	13,700
Total liabilities other than provisions 21,096 13,70	Total liabilities ot	er than provisions	21,096	13,700
TOTAL EQUITY AND LIABILITIES 71,606 58,05	TOTAL EQUITY A	ID LIABILITIES	71,606	58,054

- Accounting policies
   Events after the balance sheet date
   Appropriation of profit
   Contractual obligations and contingencies, etc.
   Security and collateral
   Related parties

## Statement of changes in equity

Note	DKK'000	Share capital	Retained earnings	Total
6	Equity at 1 January 2022 Transfer, see "Appropriation of profit"	8,000	31,338 3,801	39,338 3,801
6	Equity at 1 January 2023 Transfer, see "Appropriation of profit"	8,000	35,139 6,642	43,139 6,642
	Equity at 31 December 2023	8,000	41,781	49,781

#### Notes to the financial statements

#### 1 Accounting policies

The annual report of Upfield Danmark A/S for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

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

#### Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared. The Company's cash flows are reflected in the consolidated cash flow statement for the higher-ranking parent company Upfield Group B.V.

#### Reporting currency

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

#### 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.

#### Income statement

#### Revenue

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

Income from the sale of goods for resale and finished goods is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

#### 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, 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.

#### Notes to the financial statements

#### 1 Accounting policies (continued)

#### Amortisation

The item comprises amortisation of intangible assets.

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

Goodwill 10 years

#### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities, financial expenses relating to realised and unrealised capital gains and losses, exchange gains and losses and amortisation of financial assets and liabilities.

#### 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

#### Intangible assets

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 10 years.

#### Impairment of fixed assets

The carrying amount of intangible assets 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. Impairment losses on goodwill are not reversed.

Notes to the financial statements

#### 1 Accounting policies (continued)

#### Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial 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 is comprised of cash at bank.

#### 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

The Company has chosen IAS 39 as interpretation for liabilities.

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.

Notes to the financial statements

#### 2 Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

DKK'000		2023	2022
3 Staff costs Wages/salaries		670	4,335
Pensions		39	569
Other social securi	ty costs	0	156
		709	5,060
Average number o	f full-time employees	1	5

By reference to section 98b(3), (ii), of the Danish Financial Statements Act, remuneration to Management is not disclosed.

There is no remuneration to the Board of Directors.

There is no special incentive program.

4	Financial income Interest receivable, group entities	1,742	668
	Other financial income	3,163	1
		4,905	669
5	Tax for the year		
	Estimated tax charge for the year Deferred tax adjustments in the year	2,376 -486	1,398 -317
		1,890	1,081
6	Appropriation of profit		
	Recommended appropriation of profit		
	Retained earnings	6,642	3,801
		6,642	3,801
7	Intangible assets		
	DKK'000	<u>-</u>	Goodwill
	Cost at 1 January 2023		22,099
	Cost at 31 December 2023	_	22,099
	Impairment losses and amortisation at 1 January 2023 Amortisation for the year	_	16,574 2,210
	Impairment losses and amortisation at 31 December 2023	<del>-</del>	18,784
	Carrying amount at 31 December 2023		3,315

Notes to the financial statement	Notes t	o the	the financia	al statemen	ts
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	DKK'000	2023	2022
8	Share capital		
	Analysis of the share capital:		
	1,000 shares of DKK 8,000.00 nominal value each	8,000	8,000
		8,000	8,000
	Each share carries one voting right.		
9	Deferred tax		
	Deferred tax at 1 January Deferred tax adjustments in the year	1,215 -486	1,532 -317
	Deferred tax at 31 December	729	1,215
	Deferred tax relates to:		
	Intangible assets	729	1,215
		729	1,215
10	Contingent Liabilities		
	Other financial obligations		
	Other rent liabilities:		
	Rent liabilities	0	27

Rent and lease liabilities include a rent obligation totalling DKK 0 thousand in interminable rent agreements with remaining contract terms of 0 months.

The company has terminated their rental contract and has not gotten a new rental premises.

### 11 Security and collateral

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

#### 12 Related parties

Upfield Danmark A/S' related parties comprise the following:

## Parties exercising control

Related party	Domicile	Basis for control
Upfield Spreads UK Limited	14-21 Rushworth Street, London, England, SE1 ORB	Direct owner
Upfield Group B.V.	Beethovenstraat 551 - 7th Floor 1083 HK Amsterdam, The Netherlands	Parent company
Sigma Holdco B.V.	Beethovenstraat 551 - 7th Floor 1083 HK Amsterdam, The Netherlands	Parent company

Notes to the financial statements

## 12 Related parties (continued)

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Upfield Spreads UK Limited	14-21 Rushworth Street, London, England, SE1 ORB	Consolidated financial statements can be requisitioned at https://find-and-update.company-information.service.gov.uk/company/09327364/filing-history
Sigma Luxco S.à.r.l.	2 rue Edward Stiechen, L-2540 Luxembourg	Consolidated financial statements can be requisitioned at 2 rue Edward Stiechen, L-2540 Luxembourg

## Related party transactions

Upfield Danmark A/S was engaged in the below related party transactions:

DKK'000	2023
Finished Goods (Parent) Transfer price true up (Parent)	95,030 -7,242
Receivables - Loans and interests (Other related parties) Receivables - Trading (Parent)	36,174 17,640