

Upfield Danmark A/S

Flæsketorvet 28, 1711 København V

CVR no. 36 89 16 96

Annual report 2019

Approved at the Company's annual general meeting on 22 September 2020

Chairman:



Karoliina Sofia Andersen

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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 2019.

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 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

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

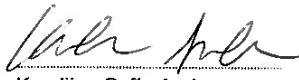
Copenhagen, 22 September 2020

Executive Board:

DocuSigned by:

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Jette Andersen
Director

Board of Directors:


Karoliina Sofia Andersen
Chairman


Patrick Malthé Mikkelsen

DocuSigned by:

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Jette Andersen

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 1 January - 31 December 2019, which comprise an 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 December 2019, and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit 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 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 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 the 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 skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

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 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 22 September 2020
KPMG P/S
Statsautoriseret Revisionspartnerselskab
CVR no. 26 57 81 98



Jon Beek
State Authorised Public Accountant
mne32169

Management's review

Company details

Name	Upfield Danmark A/S
Address, Postal code, City	Flæsketorvet 28, 1711 København V
CVR no.	36 89 16 96
Established	11 May 2015
Registered office	København
Financial year	1 January - 31 December
Board of Directors	Karoliina Sofia Andersen, Chairman Patrick Malthé Mikkelsen Jette Andersen
Executive Board	Jette Andersen, Director
Auditors	KPMG P/S Statsautoriseret Revisionspartnerselskab Dampfærgevej 28, 2100 København Ø

Management's review

Financial highlights

DKK'000	2019	2018	2017	2016	2015
Key figures					
Revenue	156,718	140,712	147,469	140,325	0
Gross profit	12,979	8,515	4,047	4,509	2,297
Operating profit/loss	3,917	1,811	1,199	1,615	975
Net financials	-2,295	270	-2	-208	0
Profit before tax	1,622	2,081	1,197	1,615	975
Profit for the year	1,263	1,656	901	1,260	776
Total assets					
Investment in property, plant and equipment	0	0	0	0	0
Equity	28,455	27,192	25,536	24,635	23,375
Financial ratios					
Operating margin	2.5%	1.3%	0.8%	1.2%	0.0%
Gross margin	8.3%	6.1%	2.7%	3.2%	0.0%
EBITDA-margin	3.9%	2.9%	0.0%	0.0%	0.0%
Return on assets	3.9%	2.8%	3.5%	4.3%	2.6%
Current ratio	125.3%	119.4%	0.0%	0.0%	0.0%
Equity ratio	28.6%	27.5%	81.7%	64.6%	61.9%
Return on equity	4.5%	6.3%	3.6%	5.2%	3.3%
Average number of employees					
	7	5	1	1	1

Financial ratios are calculated in accordance with the Danish Finance Society's recommendations. For terms and definitions, please see the accounting policies.

Management's review

Business review

Upfield is a global world leader in herbal foods within margarine and other baking and cooking products and is available in 95 countries. Upfield Denmark A/S is based in Copenhagen, and it sells margarine and spreads to the danish market.

Financial review

The income statement for 2019 shows a profit of DKK 1,263 thousand against a profit of DKK 1,656 thousand last year, and the balance sheet at 31 December 2019 shows equity of DKK 28,455 thousand.

Profit before net financial has increased by 48,5%, based on the following movements. The revenue trend shows a growth of 11,4% versus prior year, while the cost of sales increased with a lower amount than the revenue increase in absolute amounts. Cost of staff has increased by 34,4% as two additionally employees were hired in the financial year, and finally the cost of other external costs has decreased by 9,4%, compared to last year.

Special risks

Credit risks

Credit risks related to trade receivables, which come from spread out customers mainly in Denmark, are managed effectively. The company has traditionally only incurred limited losses from bad debt and has significantly reduced outstanding receivables over the last five years.

Foreign exchange risks

Upfield Denmark A/S operates in Denmark and receives supporting services from other European countries, primarily from the United Kingdom and Netherlands. Due to these activities Upfield Denmark A/S is exposed to changes in the exchange rates in GBP and EUR. For the time being it has been decided not to hedge the company's foreign currency exposures.

Impact on the external environment

Upfield Danmark A/S's business focuses on the sale of plant-based products in Denmark with the production firm in Helsingborg in Sweden which goes through a mandatory environmental control every three year. The company's direct and indirect environmental impact is through the development of consumers' use of plant-based food products as well as implementing environmentally friendly logistics process (transport and travel), energy use for warehousing of products, managing the waste from discarded products, and other measures that are approved and controlled by the environmental protocol suggested by the government. No deviations from these measures have been identified in 2019.

Upfield works also against completely plastic-free product packaging by 2022.

Research and development activities

Research and development work is mainly 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

On the 11th of March 2020 the World Health Organisation declared the Coronavirus (Covid-19) to be a pandemic in recognition of its rapid spread across the globe, with over 150 countries affected. Many governments are taking increasingly stringent steps to help contain or delay the spread of the virus. Currently, there is a significant increase in economic uncertainty which is, for example, evidenced by more volatile asset prices and currency exchange rates.

For the Company's 31 December financial statements, the Coronavirus outbreak and the related impacts are not significant. Consequently, there is no impact on the recognition and measurement of assets and liabilities. Due to the uncertainty of the outcome of the current events, the Company cannot reasonably estimate the impact these events will have on the Company's financial position, results of operation or cash flows in the future.

Outlook

Management's review

Upfield Denmark A/S drives strategy and vision in line with the global group and cooperates closely with other Nordic countries. The focus remains on simplifying operations and herbal products while maintaining a strong focus on local customers and consumers. Expectation for Denmark is to have a modest growth on revenue and profit next year.

Changes in the market, such as increased digitalisation, changing consumer habits and new sales channels, sets requirements on Upfield's way of working. In order to better and faster meet these changes, Upfield is focusing on implementing new ways of identifying and utilise the possibilities created.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2019	2018
	Revenue	156,718	140,712
	Cost of sales	-106,235	-91,184
	Other external expenses	-37,504	-41,013
	Gross profit	12,979	8,515
3	Staff costs	-6,852	-4,494
	Amortisation of intangible assets	-2,210	-2,210
	Profit before net financials	3,917	1,811
4	Financial income	0	270
5	Financial expenses	-2,295	0
	Profit before tax	1,622	2,081
6	Tax for the year	-359	-425
	Profit for the year	1,263	1,656

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	<u>2019</u>	<u>2018</u>
	ASSETS		
	Fixed assets		
7	Intangible assets		
	Goodwill	12,154	14,364
		<u>12,154</u>	<u>14,364</u>
	Total fixed assets	<u>12,154</u>	<u>14,364</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	17,430	12,268
	Receivables from group enterprises	65,911	71,804
	Other receivables	59	244
		<u>83,400</u>	<u>84,316</u>
	Cash	4,057	273
	Total non-fixed assets	<u>87,457</u>	<u>84,589</u>
	TOTAL ASSETS	<u>99,611</u>	<u>98,953</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2019	2018
	EQUITY AND LIABILITIES		
	Equity		
8	Share capital	8,000	8,000
	Retained earnings	20,455	19,192
	Total equity	28,455	27,192
	Provisions		
9	Deferred tax	1,115	907
	Total provisions	1,115	907
	Liabilities other than provisions		
10	Non-current liabilities other than provisions		
	Other payables	269	0
		269	0
	Current liabilities other than provisions		
	Trade payables	66,073	66,607
	Corporation tax payable	552	452
	Other payables	3,147	3,795
		69,772	70,854
	Total liabilities other than provisions	70,041	70,854
	TOTAL EQUITY AND LIABILITIES	99,611	98,953

- 1 Accounting policies
- 2 Events after the balance sheet date
- 11 Collateral
- 12 Related parties
- 13 Appropriation of profit

Financial statements 1 January - 31 December

Statement of changes in equity

Note	DKK'000	Share capital	Retained earnings	Total
	Equity at 1 January 2018	8,000	17,536	25,536
13	Transfer, see "Appropriation of profit"	0	1,656	1,656
	Equity at 1 January 2019	8,000	19,192	27,192
13	Transfer, see "Appropriation of profit"	0	1,263	1,263
	Equity at 31 December 2019	8,000	20,455	28,455

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Upfield Danmark A/S for 2019 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.

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.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Amortisation

The item comprises amortisation of intangible assets.

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

Goodwill	10 years
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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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

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

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

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

Cash

Cash comprise of cash.

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.

Other payables

Other payables are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Financial ratios

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

Operating profit/loss	Profit/loss before financial items adjusted for other operating income and other operating expenses
Operating margin	$\frac{\text{Operating profit (EBIT)} \times 100}{\text{Revenue}}$
Gross margin ratio	$\frac{\text{Gross margin} \times 100}{\text{Revenue}}$
EBITDA-margin	$\frac{\text{Earnings before interest, taxes and amortisations (EBITDA)} \times 100}{\text{Revenue}}$
Return on assets	$\frac{\text{Profit/loss from operating activities} \times 100}{\text{Average assets}}$
Current ratio	$\frac{\text{Current assets} \times 100}{\text{Current liabilities}}$
Equity ratio	$\frac{\text{Equity, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$
Return on equity	$\frac{\text{Profit/loss after tax} \times 100}{\text{Average equity}}$

Financial statements 1 January - 31 December

Notes to the financial statements

2 Events after the balance sheet date

On the 11th of March 2020 the World Health Organisation declared the Coronavirus (Covid-19) to be a pandemic in recognition of its rapid spread across the globe, with over 150 countries affected. Many governments are taking increasingly stringent steps to help contain or delay the spread of the virus. Currently, there is a significant increase in economic uncertainty which is, for example, evidenced by more volatile asset prices and currency exchange rates.

For the Company's 31 December financial statements, the Coronavirus outbreak and the related impacts are not significant. Consequently, there is no impact on the recognition and measurement of assets and liabilities. Due to the uncertainty of the outcome of the current events, the Company cannot reasonably estimate the impact these events will have on the Company's financial position, results of operation or cash flows in the future.

DKK'000	2019	2018
3 Staff costs		
Wages/salaries	6,035	4,112
Pensions	740	333
Other social security costs	77	49
	<u>6,852</u>	<u>4,494</u>
 Average number of full-time employees	 <u>7</u>	 <u>5</u>

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.

4 Financial income		
Interest receivable, group entities	0	268
Exchange gain	0	2
	<u>0</u>	<u>270</u>
 5 Financial expenses		
Interest expenses, group entities	1,803	0
Other interest expenses	492	0
	<u>2,295</u>	<u>0</u>
 6 Tax for the year		
Estimated tax charge for the year	151	390
Deferred tax adjustments in the year	208	39
Tax adjustments, prior years	0	-4
	<u>359</u>	<u>425</u>

Financial statements 1 January - 31 December

Notes to the financial statements

7	Intangible assets		
	DKK'000		Goodwill
	Cost at 1 January 2019		<u>22,099</u>
	Cost at 31 December 2019		<u>22,099</u>
	Impairment losses and amortisation at 1 January 2019		7,735
	Amortisation for the year		<u>2,210</u>
	Impairment losses and amortisation at 31 December 2019		<u>9,945</u>
	Carrying amount at 31 December 2019		<u>12,154</u>

	DKK'000	<u>2019</u>	<u>2018</u>
8	Share capital		
	Analysis of the share capital:		
	1,000 shares of DKK 8,000.00 nominal value each	<u>8,000</u>	<u>8,000</u>
		<u>8,000</u>	<u>8,000</u>

Each share carries one voting right.

Analysis of changes in the share capital over the past 5 years:

DKK'000	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Opening balance	8,000	8,000	8,000	8,000	8,000
	<u>8,000</u>	<u>8,000</u>	<u>8,000</u>	<u>8,000</u>	<u>8,000</u>

	DKK'000	<u>2019</u>	<u>2018</u>
9	Deferred tax		
	Deferred tax at 1 January	907	868
	Deferred tax adjustments in the year	<u>208</u>	<u>39</u>
	Deferred tax at 31 December	<u>1,115</u>	<u>907</u>
	Deferred tax relates to:		
	Intangible assets	<u>1,115</u>	<u>907</u>
		<u>1,115</u>	<u>907</u>

10 Non-current liabilities other than provisions

Of the long-term liabilities, DKK 269 thousand is regarding accrued vacation due to the new vacation law, and falls due for payment in 2021.

Financial statements 1 January - 31 December

Notes to the financial statements

10 Non-current liabilities other than provisions (continued)

DKK'000	Total debt at 31/12 2019	Repayment, next year	Long-term portion	Outstanding debt after 5 years
Other payables	269	0	269	0
	269	0	269	0

11 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2019.

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	Floor 2, The Caxton, 1 Brewers Green, London, United Kingdom	Direct owner
Upfield Group B.V.	Overschiestraat 61, 1062 XD, Amsterdam, Holland	Parent company
Sigma Holdco B.V.	Overschiestraat 61, 1062 XD, Amsterdam, Holland	Parent company

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Upfield Spreads UK Limited	Floor 2, The Caxton, 1 Brewers Green, London, United Kingdom	Consolidated financial statements can be requisitioned at Thomas House, 84 Ecclestone Square, London, United Kingdom
Sigma Holdco B.V.	Overschiestraat 61, 1062 XD, Amsterdam, Holland	Consolidated financial statements can be requisitioned at Overschiestraat 61 1062 XD, Amsterdam, Holland

Related party transactions

The Company solely discloses related party transactions that have not been carried out on an arm's length basis, cf. section 98c(7) of the Danish Financial Statements Act.

All transactions have been carried out on an arm's length basis.

DKK'000	2019	2018
13 Appropriation of profit		
Recommended appropriation of profit		
Retained earnings	1,263	1,656
	1,263	1,656