



New Nutrition ApS

Saturnvej 51
8700 Horsens
CVR No. 36904429

Annual report 2022

The Annual General Meeting adopted the
annual report on 28.04.2023

Erik Visser

Chairman of the General Meeting

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Entity details

Entity

New Nutrition ApS

Saturnvej 51

8700 Horsens

Business Registration No.: 36904429

Registered office: Horsens

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Sarah Bibi Vawda

Adam Dawson

Søren Dan Johansen

Executive Board

Erik Robert Visser

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of New Nutrition ApS for the financial year 01.01.2022 - 31.12.2022.

The annual report is presented 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Horsens, 28.04.2023

Executive Board

Erik Robert Visser

Board of Directors

Sarah Bibi Vawda

Adam Dawson

Søren Dan Johansen

Independent auditor's report

To the shareholders of New Nutrition ApS

Opinion

We have audited the financial statements of New Nutrition ApS for the financial year 01.01.2022 - 31.12.2022, 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 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 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 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 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 Entity'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 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary 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 commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary 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 commentary.

Aarhus, 28.04.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Jacob Nørmark

State Authorised Public Accountant
Identification No (MNE) mne30176

Jacob Tækker Nørgaard

State Authorised Public Accountant
Identification No (MNE) mne40049

Management commentary

Primary activities

The company acts as a holding company in the Hamlet Protein Group and its sole purpose is to serve as a management company for the underlying companies.

Description of material changes in activities and finances

A significant deficit has been realized which is considered unsatisfactory and is much lower than expected.

Events after the balance sheet date

A refinancing of Hamlet Protein's senior debt facilities was completed in March 2023 to secure Hamlet Protein's operational liquidity to pursue further growth. No other events after the balance sheet date have occurred which effects the financial statement of 2022.

Income statement for 2022

	Notes	2022 DKK'000	2021 DKK '000
Revenue		6,928	7,892
Other external expenses		(828)	28
Gross profit/loss		6,100	7,920
Staff costs	1	(6,284)	(8,404)
Operating profit/loss		(184)	(484)
Income from investments in group enterprises		(112,053)	(39,232)
Other financial income	2	26,632	24,657
Other financial expenses	3	(22,021)	(18,509)
Profit/loss before tax		(107,626)	(33,568)
Tax on profit/loss for the year	4	(10,353)	(594)
Profit/loss for the year		(117,979)	(34,162)
Proposed distribution of profit and loss:			
Retained earnings		(117,979)	(34,162)
Proposed distribution of profit and loss		(117,979)	(34,162)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK'000	2021 DKK'000
Investments in group enterprises		259,051	368,637
Financial assets	5	259,051	368,637
Fixed assets		259,051	368,637
Receivables from group enterprises		370,389	307,271
Deferred tax		5,689	16,042
Prepayments		0	124
Receivables		376,078	323,437
Cash		171	524
Current assets		376,249	323,961
Assets		635,300	692,598

Equity and liabilities

	Notes	2022 DKK'000	2021 DKK'000
Contributed capital		55	55
Translation reserve		2,336	(131)
Retained earnings		110,980	228,959
Equity		113,371	228,883
Bank loans		271,271	285,454
Payables to group enterprises		210,715	155,575
Other payables		0	441
Non-current liabilities other than provisions	6	481,986	441,470
Current portion of non-current liabilities other than provisions	6	18,018	13,986
Trade payables		577	385
Payables to group enterprises		18,825	2,891
Other payables		2,523	4,983
Current liabilities other than provisions		39,943	22,245
Liabilities other than provisions		521,929	463,715
Equity and liabilities		635,300	692,598
Contingent liabilities	7		
Assets charged and collateral	8		
Non-arm's length-related party transactions	9		

Statement of changes in equity for 2022

	Contributed capital DKK'000	Translation reserve DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	55	(131)	228,959	228,883
Exchange rate adjustments	0	2,467	0	2,467
Profit/loss for the year	0	0	(117,979)	(117,979)
Equity end of year	55	2,336	110,980	113,371

Notes

1 Staff costs

	2022 DKK'000	2021 DKK'000
Wages and salaries	6,198	8,268
Pension costs	69	126
Other social security costs	17	10
	6,284	8,404
Average number of full-time employees	2	2

2 Other financial income

	2022 DKK'000	2021 DKK'000
Financial income from group enterprises	10,597	12,657
Exchange rate adjustments	16,035	10,082
Fair value adjustments	0	1,918
	26,632	24,657

3 Other financial expenses

	2022 DKK'000	2021 DKK'000
Financial expenses from group enterprises	5,140	3,606
Other interest expenses	13,931	13,124
Other financial expenses	2,950	1,779
	22,021	18,509

4 Tax on profit/loss for the year

	2022 DKK'000	2021 DKK'000
Change in deferred tax	10,353	594
	10,353	594

5 Financial assets

	Investments in group enterprises DKK'000
Cost beginning of year	708,034
Cost end of year	708,034
Impairment losses beginning of year	(339,397)
Adjustments on equity	2,467
Share of profit/loss for the year	(112,053)
Impairment losses end of year	(448,983)
Carrying amount end of year	259,051

The carrying amount of goodwill associated to group enterprises and the key assumptions used in the impairment testing as per 31 December are presented below.

DKK million	2022	2021
Carrying amount (mDKK)	200	224
Long-term growth in revenue	2,5%	1,5%
Applied discount rate, pre-tax	9,2%	8,1%

Key assumptions

The cash flow projections are based on approved strategic plans covering at least a three-year period. These are based on both past performance and expectations for future market development. The projections reflect the expected benefits from certain strategic initiatives, including value-based pricing, procurement optimization, an improved digital journey and improved operational efficiency.

Key drivers in the strategic plans are sales growth in North and South America, potential growth in Asia and some volume pressure in Europe, coupled with margin and operating profit improvements. Sales projections take into consideration both external factors such as market expectations (general shift away from animal-based proteins towards vegetable-based antibiotic free animal feed), and internal factors such as production costs, sourcing strategies and country/customer/product mix.

Along with increased capacity utilization, net earnings are expected to increase at a higher rate than sales over the same period.

The pre-tax discount rates are derived from the Group's weighted average cost of capital, taking into account the cost of equity and cost of debt to which specific market-related premium adjustments are made on a global level. Long-term nominal growth rates are conservatively based on forecasted global inflation rates towards 2027.

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
Hamlet Protein A/S	Horsens	A/S	100

6 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK'000	Due within 12 months 2021 DKK'000	Due after more than 12 months 2022 DKK'000
Bank loans	18,018	13,986	271,271
Payables to group enterprises	0	0	210,715
	18,018	13,986	481,986

Long term liabilities regarding bank loans and payables to group enterprises will be paid within 5 years.

7 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where New Nutrition Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

8 Assets charged and collateral

The Company has provided a self-debt guarantee regarding the subsidiary's bank debts which is maximized to DKK 100 million.

The Company has provided a share pledge regarding total bank loans in the Hamlet Protein A/S Group. Bank debt in Hamlet Protein A/S group amounts to 20,100 tDKK.

The Company has provided a negative pledge regarding other fixtures, tools and other equipment etc.

9 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. No such transactions have been conducted in the financial year.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. Refer to New Nutrition Holding ApS (CVR: 36903775) for the consolidated financial statement.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Derivative financial instruments

On initial recognition in the balance sheet, derivative financial instruments are measured at cost and subsequently at fair value, which has been calculated as the discounted value of expected future net cash flows by using an approximate risk-free interest rate adjusted for any factors that a potential market participant would attribute value to when acquiring the instrument. Derivative financial instruments are recognised under other receivables or other payables.

Changes in the fair value of derivative financial instruments classified as and complying with the requirements for hedging the fair value of a recognised asset or a recognised liability are recorded in the income statement together with changes in the value of the hedged asset or the hedged liability.

Changes in the fair value of derivative financial instruments applied for hedging net investments in independent foreign subsidiaries or associates are recognised directly in translation reserve in equity.

Income statement

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, etc.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with the parent company and all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Investments in group enterprises

Goodwill Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Goodwill is the positive difference between cost of investments and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the

experience gained by Management for each business area. For goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 20 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.