
Souls ApS

Nørre Farimagsgade 63, st. tv., DK-1364 Copenhagen K

Annual Report for 1 July 2020 - 30 June 2021

CVR No. 37 39 77 25

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 15/12 2021

Jason Matthew
Renwick
Chairman of the
general meeting



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Management's statement

The Executive Board has today considered and adopted the Financial Statements of Souls ApS for the financial year 1 July 2020 - 30 June 2021.

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 at 30 June 2021 of the Company and of the results of the Company operations for 2020/21.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Financial Statements be adopted at the Annual General Meeting.

Copenhagen K, 15 December 2021

Executive Board

Jason Matthew Renwick

Independent Practitioner's Extended Review Report

To the shareholder of Souls ApS

Conclusion

We have performed an extended review of the Financial Statements of Souls ApS for the financial year 1 July 2020 - 30 June 2021, which comprise 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.

Based on the work performed, in our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 June 2021 and of the results of the Company's operations for the financial year 1 July 2020 - 30 June 2021 in accordance with the Danish Financial Statements Act.

Basis for Conclusion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Practitioner's responsibilities for the extended review of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Management's responsibility 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.

Practitioner's responsibilities for the extended review of the Financial Statements

Our responsibility is to express a conclusion on the Financial Statements. This requires that we plan and perform procedures to obtain limited assurance in respect of our conclusion on the Financial Statements and, moreover, that we perform supplementary procedures specifically required to obtain additional assurance in respect of our conclusion.

An extended review consists of making inquiries, primarily of Management and others within the enterprise, as appropriate, and applying analytical procedures and the supplementary procedures specifically required as well as assessing the evidence obtained.

An extended review is less in scope than an audit and, consequently, we do not express an audit opinion on the Financial Statements.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

Independent Practitioner's Extended Review Report

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

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

Based on the work we have performed, in our view, Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Hilleroed, 15 December 2021

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Carsten Blicher
State Authorised Public Accountant
mne16560

Company information

| | |
|------------------------|--|
| The Company | <p>Souls ApS</p> <p>Nørre Farimagsgade 63, st. tv. DK-1364 Copenhagen K</p> <p>Telephone: 34100101 Email: healthy@soulscph.dk</p> <p>CVR No: 37 39 77 25</p> <p>Financial period: 1 July 2020 - 30 June 2021</p> <p>Incorporated: 26 January 2016</p> <p>Municipality of reg. office: Copenhagen</p> |
| Executive board | <p>Jason Matthew Renwick</p> |
| Auditors | <p>PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Milnersvej 43 3400 Hillerød</p> |
| Bankers | <p>Danske Bank A/S</p> |

Management's review

Key activities

The company's main activity is operation of restaurants.

Development in the year

The income statement of the Company for 2020/21 shows a profit of DKK 407,945, and at 30 June 2021 the balance sheet of the Company shows positive equity of DKK 4,295,249.

The financial year was highly affected by the lock-down due to Covid-19. However it was possible to compensate a part of the negative effect on revenue by reducing costs and changing services.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income statement 1 July 2020 - 30 June 2021

| | Note | 2020/21 | 2019/20 |
|---|------|------------------|------------------|
| | | DKK | DKK |
| Gross profit | 1 | 3,389,205 | 3,045,899 |
| Staff expenses | 2 | -2,634,996 | -2,451,434 |
| Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment | 3 | -179,432 | -182,172 |
| Profit/loss before financial income and expenses | | 574,777 | 412,293 |
| Financial income | | 0 | 23 |
| Financial expenses | | -3,555 | -18,891 |
| Profit/loss before tax | | 571,222 | 393,425 |
| Tax on profit/loss for the year | 4 | -163,277 | -53,793 |
| Net profit/loss for the year | | 407,945 | 339,632 |

Distribution of profit

| | 2020/21 | 2019/20 |
|--|----------------|----------------|
| | DKK | DKK |
| Proposed distribution of profit | | |
| Retained earnings | 407,945 | 339,632 |
| | 407,945 | 339,632 |

Balance sheet 30 June 2021

Assets

| | Note | 2020/21 DKK | 2019/20 DKK |
|--|------|------------------|------------------|
| Goodwill | | 33,922 | 55,351 |
| Intangible assets | 5 | 33,922 | 55,351 |
| Other fixtures and fittings, tools and equipment | | 0 | 73,457 |
| Leasehold improvements | | 315,565 | 91,728 |
| Property, plant and equipment | 6 | 315,565 | 165,185 |
| Deposits | | 150,000 | 150,000 |
| Fixed asset investments | | 150,000 | 150,000 |
| Fixed assets | | 499,487 | 370,536 |
| Raw materials and consumables | | 51,290 | 27,000 |
| Inventories | | 51,290 | 27,000 |
| Trade receivables | | 40,198 | 162,277 |
| Receivables from group enterprises | | 4,153,487 | 4,062,316 |
| Other receivables | | 0 | 20,292 |
| Deferred tax asset | | 19,968 | 59,451 |
| Receivables | | 4,213,653 | 4,304,336 |
| Cash at bank and in hand | | 1,199,917 | 251,921 |
| Current assets | | 5,464,860 | 4,583,257 |
| Assets | | 5,964,347 | 4,953,793 |

Balance sheet 30 June 2021

Liabilities and equity

| | Note | 2020/21 DKK | 2019/20 DKK |
|--|------|------------------|------------------|
| Share capital | | 50,000 | 50,000 |
| Retained earnings | | 4,245,249 | 3,837,603 |
| Equity | | 4,295,249 | 3,887,603 |
| Deferred income | | 4,354 | 7,324 |
| Long-term debt | 7 | 4,354 | 7,324 |
| Trade payables | | 94,913 | 147,233 |
| Payables to group enterprises | | 0 | 6,715 |
| Payables to owners and Management | | 0 | 13,254 |
| Corporation tax | | 403,398 | 279,604 |
| Other payables | | 1,166,433 | 612,060 |
| Short-term debt | | 1,664,744 | 1,058,866 |
| Debt | | 1,669,098 | 1,066,190 |
| Liabilities and equity | | 5,964,347 | 4,953,793 |
| Contingent assets, liabilities and other financial obligations | 9 | | |
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Statement of changes in equity

| | Share capital | Retained earnings | Total |
|------------------------------|---------------|-------------------|------------------|
| | DKK | DKK | DKK |
| Equity at 1 July | 50,000 | 3,837,304 | 3,887,304 |
| Net profit/loss for the year | 0 | 407,945 | 407,945 |
| Equity at 30 June | 50,000 | 4,245,249 | 4,295,249 |

Notes to the Financial Statements

| | <u>2020/21</u> | <u>2019/20</u> |
|---|------------------|------------------|
| | DKK | DKK |
| 1. Special posts | | |
| Compensation regarding Covid-19 | 1,829,835 | 0 |
| | <u>1,829,835</u> | <u>0</u> |
| | <u>2020/21</u> | <u>2019/20</u> |
| | DKK | DKK |
| 2. Staff Expenses | | |
| Wages and salaries | 2,560,433 | 2,362,722 |
| Other social security expenses | 62,747 | 75,393 |
| Other staff expenses | 11,816 | 13,319 |
| | <u>2,634,996</u> | <u>2,451,434</u> |
| Average number of employees | <u>9</u> | <u>9</u> |
| | <u>2020/21</u> | <u>2019/20</u> |
| | DKK | DKK |
| 3. Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment | | |
| Amortisation of intangible assets | 21,429 | 21,429 |
| Depreciation of property, plant and equipment | 158,003 | 160,743 |
| | <u>179,432</u> | <u>182,172</u> |
| | <u>2020/21</u> | <u>2019/20</u> |
| | DKK | DKK |
| 4. Income tax expense | | |
| Current tax for the year | 123,794 | 97,020 |
| Deferred tax for the year | 39,483 | -43,227 |
| | <u>163,277</u> | <u>53,793</u> |

Notes to the Financial Statements

5. Intangible fixed assets

| | Goodwill |
|---|---------------|
| | DKK |
| Cost at 1 July | 150,000 |
| Cost at 30 June | 150,000 |
| Impairment losses and amortisation at 1 July | 94,649 |
| Amortisation for the year | 21,429 |
| Impairment losses and amortisation at 30 June | 116,078 |
| Carrying amount at 30 June | 33,922 |

6. Property, plant and equipment

| | Other fixtures and fittings, tools and equipment | Leasehold improvements |
|---|---|---------------------------|
| | DKK | DKK |
| Cost at 1 July | 394,479 | 409,236 |
| Additions for the year | 0 | 308,383 |
| Cost at 30 June | 394,479 | 717,619 |
| Impairment losses and depreciation at 1 July | 321,022 | 317,508 |
| Depreciation for the year | 73,457 | 84,546 |
| Impairment losses and depreciation at 30 June | 394,479 | 402,054 |
| Carrying amount at 30 June | 0 | 315,565 |

Notes to the Financial Statements

7. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

| | <u>2020/21</u> | <u>2019/20</u> |
|------------------------|----------------|----------------|
| | DKK | DKK |
| Deferred income | | |
| After 5 years | 0 | 0 |
| Between 1 and 5 years | 4,354 | 7,324 |
| Long-term part | <u>4,354</u> | <u>7,324</u> |
| | | |
| Within 1 year | 0 | 0 |
| | <u>4,354</u> | <u>7,324</u> |

8. Deferred income

Deferred income consists of payments received in respect of income in subsequent years.

9. Contingent assets, liabilities and other financial obligations

Contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of The Down Under Guys ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

Notes to the Financial Statements

10. Accounting policies

The Annual Report of Souls ApS for 2019/20 has been prepared in accordance with the the Danish Financial Statements Act for companies in Class B.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2020/21 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Income statement

Net sales

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Notes to the Financial Statements

Other external expenses

Other external expenses comprise expenses for premises, sales and as well as office expenses, etc.

Gross profit

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, other operating income, expenses for raw materials and consumables and other external expenses.

Staff expenses

Staff costs include wages and salaries including compensated absence and pensions as well as other social security contributions etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with the parent company and sister. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Intangible fixed assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 7 year.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

| | |
|--|---------|
| Other fixtures and fittings, tools and equipment | 5 years |
|--|---------|

Notes to the Financial Statements

Leasehold improvements 5 years

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Other fixed asset investments

Other fixed asset investments consist of deposits.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Debts are measured at amortised cost, substantially corresponding to nominal value.

Notes to the Financial Statements

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.