Too Good To Go Holding ApS

Landskronagade 66
2100 Copenhagen Ø
CVR No. 37535699

Annual report 2021

The Annual General Meeting adopted the annual report on 23.06.2022

Kasper Heine
Chairman of the General Meeting

Contents

Entity details

Entity
Too Good To Go Holding ApS
Landskronagade 66
2100 Copenhagen Ø

Business Registration No.: 37535699
Registered office: Copenhagen
Financial year: 01.01.2021 - 31.12.2021

Board of Directors
Preben Damgaard Nielsen, Chairman
Jannik Kruse Petersen, Vice Chairman
Jesper Lindhardt
Theis Regner Riber Søndergaard
Mette Lykke Ravn

Executive Board
Mette Lykke Ravn, CEO

Auditors
Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Lead Client Service Partner: Bjørn Winkler Jakobsen

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Too Good To Go Holding ApS for the financial year 01.01.2021 - 31.12.2021.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2021 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2021 - 31.12.2021.

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.

Copenhagen, 13.06.2022

Executive Board

Mette Lykke Ravn
CEO

Board of Directors

Preben Damgaard Nielsen
Chairman

Jannik Kruse Petersen
Vice Chairman

Jesper Lindhardt

Theis Regner Riber Søndergaard

Mette Lykke Ravn

Independent auditor's report

To the shareholders of Too Good To Go Holding ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of Too Good To Go Holding ApS for the financial year 01.01.2021 - 31.12.2021, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2021 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2021 - 31.12.2021 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 consolidated financial statements and the parent financial statements" section of this auditor's report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent 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 consolidated financial statements and the parent 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.

Copenhagen, 13.06.2022

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Niels Skannerup Vendelbo
State Authorised Public Accountant
Identification No (MNE) mne34532

Management commentary

Financial highlights

	2021 DKK'000	2020 DKK'000	2019 DKK'000	2018 DKK'000
Key figures				
Revenue	493,252	281,286	166,974	52,595
Gross profit/loss	135,346	127,245	86,199	19,807
Operating profit/loss	(344,583)	(144,104)	(50,757)	(31,533)
Net financials	2,383	536	224	(127)
Profit/loss for the year	(343,801)	(142,504)	(49,367)	(30,444)
Balance sheet total	307,410	302,649	128,733	56,251
Investments in property, plant and equipment	5,760	6,065	2,664	0
Equity	(56,678)	130,021	28,542	24,460
Cash flows from operating activities	(232,634)	(61,492)	15,113	24,460
Cash flows from investing activities	(19,789)	(24,350)	(26,022)	(4,783)
Cash flows from financing activities	251,100	243,962	53,449	30,000
Average number of employees	980	620	299	135
Ratios				
Gross margin (%)	27.44	45.24	51.62	37.66
Net margin (%)	(69.70)	(50.66)	(29.57)	(57.88)
Equity ratio (%)	(18.44)	42.96	22.17	43.48

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Gross margin (%):
$$\frac{\text{Gross profit/loss * 100}}{\text{Revenue}}$$

Net margin (%):
$$\frac{\text{Profit/loss for the year * 100}}{\text{Revenue}}$$

Equity ratio (%):
$$\frac{\text{Equity * 100}}{\text{Balance sheet total}}$$

Primary activities

Too Good To Go is a social impact company fighting food waste through a marketplace for surplus food. The mobile app connects our users with unsold food from a variety of shops and restaurants. The stores can sell foodwhich would otherwise have gone to waste that day, and the consumer purchases a good meal at a discounted price. In this way we reduce food waste and directly address the impact it has on the environment and the climate crisis.

The mission of the company is to inspire and empower everyone to fight food waste together. To this end, the Movement team initiates projects and builds partnerships with businesses, households, schools, and governments, to create real change in the way we legislate against, educate about and practice reduction in food waste. Too Good To Go works with EU organisations, schools across Europe and international producers and wholesalers.

Special risks

We have concluded that the group is not subject to any special risks, including operating and financial risks, apart from the usual risks in the line of business.

Development in activities and finances

The loss before tax for 2021 was DKK 342 million (compared to DKK 144 million in 2020). This loss is higher than in earlier years and higher than expected before the outbreak of COVID-19. This loss is a result of revenue growing less than expected due to the continued lockdowns while we still have invested significantly in existing and new markets. While a lot of our partners in the restaurant segment were forced to close part of the year we continued investing in other segments like supermarkets and manufactures.

Overall the company saved 52.6 million meals in 2021 (compared to 28.5 million meals in 2020).

At the start of 2021 our apps were live in 15 countries (Austria, Belgium, Switzerland, Germany, Denmark, Spain, France, Italy, Netherlands, Norway, Poland, Portugal, Sweden, UK and US). During 2021 we have increased our activities in these countries. Furthermore, we have launched the app in Canada and Ireland during the year.

At the end of 2021 the cash position was DKK 241 million. During 2021 the capital was increased by 157 million in new capital. After deduction of the loss for the year, equity is DKK minus 57 million. The company is subject to the capital loss provisions of the Danish Company's Act and the equity is planned to be reestablished through future profits.

Profit/loss for the year in relation to expected developments

For 2021 we expected to have a higher the number of meals saved (57.2 millon). The continued outbreak of COVID-19 forced a lot of our partners in different countries to close for longer periods of 2021. It caused a slower growth than expected and the growth ended up being 84.6% for 2021 over last year.

Unusual circumstances affecting recognition and measurement

There are no unusual circumstances affecting recognition and measurement during the year.

Outlook

For 2022 we expect to continue growing the number of meals saved and our revenue. The focus for 2022 will be on "efficient growth"; meaning growing our volumes and revenue while having a particular focus on unit economics and path to profitability. We do not expect to launch new countries during 2022 and hence will focus all resources on our existing markets. Several of our more mature markets were profitable in 2021 and our expectation is to reach group profitability by the end of 2022.

We expect a loss for 2022 at a lower level than in 2021.

The annual report is prepared under the going concern assumptions as the required cash and loan facilities are in place to operate the group to become profitable despite a negative equity at year-end. With the available cash and loan facilities the group has sufficient liquidity to operate the business in 2022 and beyond.

Knowledge resources

Too Good To Go is growing fast, which means that we see a constant need to upgrade capabilities across the organisation. In 2021 we have been upgrading in key areas, strengthening the knowledgebase and seniority level in order to continue the transition from startup to scaleup. At the same time we have a key focus on learning and development, ensuring that we can attract and retain talent for the future.

Environmental performance

Almost 40% of the world's food produced for human consumption goes to waste. Reducing food waste is the single most impactful action an individual can take to fight the climate crisis, according to Project Drawdown, and so our mission is to inspire and empower everyone to fight food waste together. We know that to live and breathe this, words must become actions. It's only when we all come together to fight food waste, that we'll be able to generate a positive change in society.

In 2021 we saved 52.6 million meals from going to waste. This is equal to 132 million kilos of CO2e saved. In 2020 the number was 28.5 million meals, equivalent to 72 million kilos of CO2e saved.

In 2021 we became Carbon Neutral as a group by offsetting the emissions in 2020. We have worked together with Planetly and our Impact report can be found on: https://toogoodtogo.org/en/download/impactreport2021

Research and development activities

Our platform is used for our partners to make meals available for our users. Our users order and pay for the meals through our app on iOS and Android. It is an ongoing process to improve the apps and the systems behind in order to improve the experience for users and partners and to make sure that our systems support new markets, new payment solutions, new regulations in different markets and scalability.

In 2021 we invested more than DKK 11 million (15 million in 2020) in our systems, which make the investment in our systems total DKK 47 million.

Foreign branches

The fully owned Danish company, Too Good To Go ApS has branches in Belgium and Switzerland to support our sales, success and marketing activities on these markets. In our other countries our sales, success and marketing activities are supported by entities 100% owned by Too Good To Go Holding ApS.

Statutory report on corporate social responsibility

Business model

The mission of the company is to inspire and empower everyone to fight food waste together. The team initiates projects and builds partnerships with businesses, households, schools, and governments, to create real change in

Too Good To Go Holding ApS | Management commentary 10 the way we legislate against, educate about and practice reduction in food waste. Too Good To Go works with organisations, schools and international producers and wholesalers.

Environmental
The mission of the company is to fight food waste which is the single most impactful action to fight the climate crisis.

In 2021 we became Carbon Neutral as a group by offsetting the emissions in 2020. We continue to work together with Planetly going forward to operate a Carbon Neutral company for the future.

Social conditions, employee relations and respect for human rights
We do not have a formalised policy as the company's main focus has been on the mission of reducing food waste.

We have a strong set of values that drives our interaction with each other. Bi-annual employee satisfaction surveys and frequent employee conversations is used as tool to monitor and follow the development. We expect to develop formalised policies during 2022.

Anti-corruption and anti-bribery
A code of ethics is drafted and waiting for the final review and approval by the Board of directors. The code of ethics includes a clause about complying with all applicable laws and regulations.

Statutory report on the underrepresented gender

We do not have a formalised policy as the company's main focus has been on the mission of reducing food waste. We expect to develop formalised policies during 2022.

For the total company the following applies at the end of 2021:

Gender	Manager	Non-manager	Total
Men	42%	37%	38%
Women	57%	58%	58%
Other	1%	5%	4%
Total	100%	100%	100%

The mix between the genders in the group is considered as an appropriate mix between genders.

We are working with other dimensions of diversity being educational background, socio economic background, ethnicity, age and experience. The focus point for now is diversity, equity and inclusion (DEI). The measures are: All employees participate in a DEI-training, establish at least Employee Resource Groups and have an Inclusion score in the next DEI survey of 83%.

The board of directors is currently 80% men and 20% women. The objective for the board of directors is to have 40% of the underrepresented gender in the board of directors by the end 2025.

Statutory report on data ethics policy

We are collecting data about users and partners with the sole purpose of running our business of saving food. When collecting data we ensure that our users and partners are made aware of the data collection.

We use the data to serve users and partners in the best possible way with relevant recommendations etc. Aggregated (unidentifiable) data is used to make business decisions about allocation of capital and resources internally in our group.

We select our suppliers based on our business needs and we ensure that suppliers have a policy about data confidentiality, security measures and privacy that is in line with our policies. We share data with suppliers only so that they can provide their service to us and we don’t share any identifiable data with non-suppliers.

Events after the balance sheet date

No material events have occurred after the balance sheet date to this date, which would influence the annual report.

Consolidated income statement for 2021

	Notes	2021 DKK'000	2020 DKK'000
Revenue	2	493,252	281,286
Cost of sales		(3,858)	(5,378)
Other external expenses	3	(354,048)	(148,664)
Gross profit/loss		**135,346**	**127,244**
Staff costs	4	(462,151)	(258,144)
Depreciation, amortisation and impairment losses		(17,778)	(13,205)
Operating profit/loss		**(344,583)**	**(144,105)**
Other financial income		4,117	846
Other financial expenses		(1,734)	(309)
Profit/loss before tax		**(342,200)**	**(143,568)**
Tax on profit/loss for the year		(1,601)	1,064
Profit/loss for the year	5	**(343,801)**	**(142,504)**

Consolidated balance sheet at 31.12.2021

Assets

	Notes	2021 DKK'000	2020 DKK'000
Completed development projects	7	16,683	18,513
Acquired intangible assets		708	1,179
Goodwill		2,558	4,752
Development projects in progress	7	2,272	447
Intangible assets	6	**22,221**	**24,891**
Other fixtures and fittings, tools and equipment		4,419	2,936
Leasehold improvements		3,757	3,411
Property, plant and equipment	8	**8,176**	**6,347**
Deposits		11,399	8,547
Financial assets	9	**11,399**	**8,547**
Fixed assets		**41,796**	**39,785**
Manufactured goods and goods for resale		1,332	619
Inventories		**1,332**	**619**
Trade receivables		10,561	7,590
Other receivables		4,110	5,429
Tax receivable		0	1,638
Prepayments	10	8,849	5,503
Receivables		**23,520**	**20,160**
Cash		**240,762**	**242,085**
Current assets		**265,614**	**262,864**
Assets		**307,410**	**302,649**

Equity and liabilities

	Notes	2021 DKK'000	2020 DKK'000
Contributed capital	11	234	226
Reserve for development costs		14,785	14,789
Retained earnings		(71,697)	115,006
Equity		**(56,678)**	**130,021**
Debt to credit institutions		94,003	0
Non-current liabilities other than provisions	12	**94,003**	**0**
Trade payables		227,444	139,402
Tax payable		607	0
Other payables		42,034	33,226
Current liabilities other than provisions		**270,085**	**172,628**
Liabilities other than provisions		**364,088**	**172,628**
Equity and liabilities		**307,410**	**302,649**

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Consolidated statement of changes in equity for 2021

	Contributed capital DKK'000	Reserve for development costs DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	226	14,789	115,007	130,022
Increase of capital	8	0	157,097	157,105
Transfer to reserves	0	(4)	0	(4)
Profit/loss for the year	0	0	(343,801)	(343,801)
Equity end of year	**234**	**14,785**	**(71,697)**	**(56,678)**

The company has over the years introduced incentive plans aimed at key employees. Share options are vesting over time to ensure the retention of such key employees. The total number of shares for which key employees may become eligible is 17,940. The options are exercisable at a strike exercise price of 1-12,977 DKK.

Consolidated cash flow statement for 2021

	Notes	2021 DKK'000	2020 DKK'000
Operating profit/loss		(344,583)	(144,105)
Amortisation, depreciation and impairment losses		17,778	13,205
Working capital changes	13	91,139	71,155
Other adjustments		(344)	0
Cash flow from ordinary operating activities		**(236,010)**	**(59,745)**
Financial income received		4,117	846
Financial expenses paid		(1,733)	(309)
Taxes refunded/(paid)		992	(2,284)
Cash flows from operating activities		**(232,634)**	**(61,492)**
Acquisition etc. of intangible assets		(11,177)	(16,114)
Acquisition etc. of property, plant and equipment		(5,760)	(6,065)
Deposits paid/refunded (net)		(2,852)	(2,171)
Cash flows from investing activities		**(19,789)**	**(24,350)**
Free cash flows generated from operations and investments before financing		**(252,423)**	**(85,842)**
Loans raised		94,003	0
Cash capital increase		157,097	243,962
Cash flows from financing activities		**251,100**	**243,962**
Increase/decrease in cash and cash equivalents		**(1,323)**	**158,120**
Cash and cash equivalents beginning of year		242,085	83,965
Cash and cash equivalents end of year		**240,762**	**242,085**
Cash and cash equivalents at year-end are composed of:			
Cash		240,762	242,085
Cash and cash equivalents end of year		**240,762**	**242,085**

Notes to consolidated financial statements

1 Going concern

The annual report is prepared under the going concern assumptions as the required cash and loan facilities are in place to operate the group to become profitable despite a negative equity at year-end. With the available cash and loan facilities the group has sufficient liquidity to operate the business in 2022 and beyond.

2 Revenue

	2021 DKK'000	2020 DKK'000
Central Europe	240,081	123,907
South Europe	188,522	108,896
North Europe	49,488	47,968
North America	15,161	515
Total revenue by geographical market	**493,252**	**281,286**

Too Good To Go operates in one business segment.

3 Fees to the auditor appointed by the Annual General Meeting

	2021 DKK'000	2020 DKK'000
Statutory audit services	369	273
Other assurance engagements	50	89
Tax services	179	400
Other services	341	147
	939	**909**

4 Staff costs

	2021 DKK'000	2020 DKK'000
Wages and salaries	385,740	215,110
Pension costs	6,779	8,143
Other social security costs	59,481	29,585
Other staff costs	21,328	16,705
	473,328	**269,543**
Staff costs capitalised to assets	(11,177)	(11,399)
	462,151	**258,144**
Average number of full-time employees	980	620

The company have left out remuneration of management in accordance with the Danish Financial Statements Act, section 98B (3).

5 Proposed distribution of profit/loss

	2021 DKK'000	2020 DKK'000
Retained earnings	(343,801)	(142,504)
	(343,801)	**(142,504)**

6 Intangible assets

	Completed development projects DKK'000	Acquired intangible assets DKK'000	Goodwill DKK'000	Development projects in progress DKK'000
Cost beginning of year	34,938	1,899	11,544	447
Transfers	447	0	0	(447)
Additions	8,906	0	0	2,272
Cost end of year	**44,291**	**1,899**	**11,544**	**2,272**
Amortisation and impairment losses beginning of year	(16,426)	(720)	(6,792)	0
Amortisation for the year	(11,182)	(471)	(2,194)	0
Amortisation and impairment losses end of year	**(27,608)**	**(1,191)**	**(8,986)**	**0**
Carrying amount end of year	**16,683**	**708**	**2,558**	**2,272**

7 Development projects

Development projects include the development of the platform. The development project essentially consists of costs in the form of direct salaries and other costs, which are recorded through the company’s internal project module.

The carrying amount of completed and in progress development projects is DKK 19 million at 31.12.2021 (compared to DKK 19 million at 31.12.2020). The platform is expected to bring significant competitive advantages and thus a significant increase in the level of activity and profit for the company.

8 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK'000	Leasehold improvements DKK'000
Cost beginning of year	4,427	4,590
Additions	3,564	2,197
Cost end of year	**7,991**	**6,787**
Depreciation and impairment losses beginning of year	(1,491)	(1,180)
Depreciation for the year	(2,081)	(1,850)
Depreciation and impairment losses end of year	**(3,572)**	**(3,030)**
Carrying amount end of year	**4,419**	**3,757**

9 Financial assets

	Deposits DKK'000
Cost beginning of year	8,547
Additions	3,130
Disposals	(278)
Cost end of year	**11,399**
Carrying amount end of year	**11,399**

10 Prepayments

Prepayments are amounts paid for the company in advance of goods and services.

11 Contributed capital

	Number	Par value DKK'000	Nominal value DKK'000	Recorded par value DKK'000
A-shares	184,432	1.00	184,432	184,432
B-shares	4,625	1.00	4,625	4,625
C-shares	16,419	1.00	16,419	16,419
D-shares	28,694	1.00	28,694	28,694
	234,170		**234,170**	**234,170**

12 Non-current liabilities other than provisions

	Due after more than 12 months 2021 DKK'000	Outstanding after 5 years 2021 DKK'000
Debt to credit institutions	94,003	94,003
	94,003	**94,003**

The subordinated loan is granted by Vækstfonden as part of a convertible loan facility. The loan cannot be repaid but can be converted to newly issued shares at a premium in the event of an exit by the current shareholders or latest five years subsequent to the facility being establish, being April 2021. If not converted before April 2026, the loan will change to a bullet loan with the possibility of repayment.

13 Changes in working capital

	2021 DKK'000	2020 DKK'000
Increase/decrease in inventories	(713)	586
Increase/decrease in receivables	(4,998)	(1,860)
Increase/decrease in trade payables etc.	96,850	72,420
Other changes	0	9
	91,139	**71,155**

14 Unrecognised rental and lease commitments

	2021 DKK'000	2020 DKK'000
Total liabilities under rental or lease agreements until maturity	38,621	48,559

15 Contingent assets

The group has a non-recognised deferred tax asset of DKK 128 million at 31.12.2021 (compared to DKK 52 million at 31.12.2020) primarily related to tax losses to be carried forward. Due to uncertainties in future earnings the Company has determined not to recognise the deferred tax asset.

16 Non-arm’s length related party transactions

Only non-arm's length related party transactions are disclosed in the annual report. No such transactions were conducted during the financial year.

17 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:
Too Good To Go Holding ApS, Landskronagade 66, 2100 Copenhagen

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Too Good To Go Holding ApS, Landskronagade 66, 2100 Copenhagen

18 Subsidiaries

	Registered in	Corporate form	Ownership %	Equity DKK'000	Profit/loss DKK'000
Too Good To Go ApS	DK	ApS	100.00	31,404	(347,345)
Too Good To Go GmbH	DE	GmbH	100.00	2,387	1,022
Too Good To Go UK Ltd	UK	Ltd	100.00	2,294	1,089
SAS Too Good To Go France	FR	SAS	100.00	2,690	696
Too Good To Go NL BV	NL	BV	100.00	1,771	714
Too Good To Go Spain SL	ES	SL	100.00	1,212	645
Too Good To Go Norway AS	NO	AS	100.00	816	393
Too Good To Go Poland sp ooz	PL	sp ooz	100.00	588	386
Too Good To Go Italy SRL	IT	SRL	100.00	1,756	1,042
Too Good To Go Sweden AB	SE	AB	100.00	501	280
Too Good To Go Austria GmbH	AT	GmbH	100.00	1,088	486
Too Good To Go Portugal Unipessoal LDA	PT	LDA	100.00	641	378
Too Good To Go Inc.	US	Inc.	100.00	322	320
Too Good To GO Ltd.	IE	Ltd.	100.00	39,812	40
Too Good To Go Canada Technology Ltd.	CA	Ltd.	100.00	27,840	28

Parent income statement for 2021

	Notes	2021 DKK'000	2020 DKK'000
Gross profit/loss		**(444)**	**(422)**
Depreciation, amortisation and impairment losses		0	(323)
Operating profit/loss		**(444)**	**(745)**
Income from investments in group enterprises		(342,020)	(141,584)
Other financial expenses		(1,340)	(174)
Profit/loss for the year	1	**(343,804)**	**(142,503)**

Parent balance sheet at 31.12.2021

Assets

	Notes	2021 DKK'000	2020 DKK'000
Investments in group enterprises		50,100	92,120
Financial assets	2	**50,100**	**92,120**
Fixed assets		**50,100**	**92,120**
Cash		**111,578**	**158,596**
Current assets		**111,578**	**158,596**
Assets		**161,678**	**250,716**

Equity and liabilities

	Notes	2021 DKK'000	2020 DKK'000
Contributed capital		234	226
Retained earnings		(56,912)	129,795
Equity		**(56,678)**	**130,021**
Debt to credit institutions		94,003	0
Non-current liabilities other than provisions	3	**94,003**	**0**
Payables to group enterprises		124,170	118,768
Other payables		183	1,927
Current liabilities other than provisions		**124,353**	**120,695**
Liabilities other than provisions		**218,356**	**120,695**
Equity and liabilities		**161,678**	**250,716**
Contingent liabilities	4		
Transactions with related parties	5		

Parent statement of changes in equity for 2021

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	226	129,795	130,021
Increase of capital	8	157,097	157,105
Profit/loss for the year	0	(343,804)	(343,804)
Equity end of year	**234**	**(56,912)**	**(56,678)**

The company has over the years introduced incentive plans aimed at key employees. Share options are vesting over time to ensure the retention of such key employees. The total number of shares for which key employees may become eligible is 17,940. The options are exercisable at a strike exercise price of 1-12,977 DKK.

Notes to parent financial statements

1 Proposed distribution of profit and loss

	2021 DKK'000	2020 DKK'000
Retained earnings	(343,804)	(142,504)
	(343,804)	**(142,504)**

2 Financial assets

	Investments in group enterprises DKK'000
Cost beginning of year	332,133
Additions	300,000
Cost end of year	**632,133**
Revaluation and impairment losses beginning of year	(240,013)
Amortisation of goodwill	(2,193)
Share of profit/loss for the year	(339,827)
Revaluation and impairment losses end of year	**(582,033)**
Carrying amount end of year	**50,100**

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

Investments in group entreprise consist of goodwill DKK 2.6 million.

3 Non-current liabilities other than provisions

	Due after more than 12 months 2021 DKK'000	Outstanding after 5 years 2021 DKK'000
Debt to credit institutions	94,003	94,003
	94,003	**94,003**

The subordinated loan is granted by Vækstfonden as part of a convertible loan facility. The loan cannot be repaid but can be converted to newly issued shares at a premium in the event of an exit by the current shareholders or latest five years subsequent to the facility being establish, being April 2021. If not converted before April 2026, the loan will change to a bullet loan with the possibility of repayment

4 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. 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 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

The company have issued a letter of support to the subsidiary, Too Good To Go ApS.

5 Non-arm's length related party transactions

Only non-arm's length related party transactions are disclosed in the annual report. A tax-free group contribution of DKK 300 million was provided to Too Good To Go ApS in 2021. Other than the group contribution, no other transactions have been conducted in the financial year that were not performed on arm's length.

Accounting policies

The consolidated financial statements have been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large). The parent financial statements have been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

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

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.

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the takeover date, with net assets having been calculated at fair value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are classified directly as equity.

Income statement

Gross profit or loss

Gross profit or loss comprises in the parent company financial statements includes revenue, cost of sales and external expenses. The Parent Company has chosen to present gross profit or loss in accordance with § 32 of the Danish Financial Statements Act.

Revenue

Revenue from the sale of services is recognised in the income statement when the service has been delivered to the customer ("point in time"). Too Good To Go Holding ApS earn revenues primarily from fees paid by customers for the use of Too Good To Go Holding ApS' application, which connects and facilitates the completion of a successful transaction between the customer and the end-user. End-users access the platform for free and Too Good To Go Holding ApS have no performance obligation to end-user. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

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

Depreciation, amortisation and impairment losses
Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial yar, and gains and losses from the sale of intangible assets and property, plant and equipment.

Income from investments in group enterprises
Income from investments in group enterprises in the parent company financial statements 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 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, payables and transactions in foreign currencies, amortisation of financial liabilities as well as 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 Parent is jointly taxed with all of its 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

Goodwill
Goodwill is the positive difference between cost 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 one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. The amortisation periods used are 2-4 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Intangible assets
Intangible assets comprise development projects completed and in progress with related intangible assets, acquired intangible assets and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Indirect production costs in the form of indirectly attributable staff costs and amortisation of intangible assets and depreciation on property, plant and equipment used in the development process are recognised in cost based on time spent on each project.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum amortisation period is the remaining duration of the relevant rights. The amortisation periods used are 3 years.

Intangible assets acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement.

Intangible assets are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment
Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	5 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises
In the parent financial statements, 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.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

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.

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

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

Cost consists of purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

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

Tax payable or receivable
Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

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

Cash
Cash comprises bank deposits.

Debt to credit institutions
At the time of borrowing, debt to credit institutions is measured at cost which corresponds to the proceeds received less transaction costs incurred. Debt is subsequently measured at amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal repayable amount of the loan is recognised in the income statement as a financial expense over the term of the loan applying the effective interest method.

Operating leases
Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

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

Cash flow statement
The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc. of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, inception of finance leases, repayments of interest-bearing debt, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank loans.