

**Too Good To Go ApS**  
Lindgreens Allé 9, 1.  
2300 København S  
Business Registration No  
37561304

## **Annual report 2017**

The Annual General Meeting adopted the annual report on 22.05.2018

### **Chairman of the General Meeting**

---

Name: Frederik B. Hasling

# Contents

	<b><u>Page</u></b>
Entity details	2
Statement by Management on the annual report	2
Independent auditor's report	2
Management commentary	2
Income statement for 2017	2
Balance sheet at 31.12.2017	2
Statement of changes in equity for 2017	2
Notes	2
Accounting policies	2

## Entity details

### Entity

Too Good To Go ApS  
Lindgreens Allé 9, 1.  
2300 København S

Central Business Registration No (CVR): 37561304

Registered in: København

Financial year: 01.01.2017 - 31.12.2017

### Board of Directors

Preben Damgaard Nielsen, Formand  
Stian Michael Hånes Olesen  
Jannik Kruse Petersen  
Mette Lykke Ravn

### Executive Board

Mette Lykke Ravn

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
Postboks 1600  
0900 København C

## **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 ApS for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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, 22.05.2018

### **Executive Board**

Mette Lykke Ravn

### **Board of Directors**

Preben Damgaard Nielsen  
Formand

Stian Michael Hånes Olesen

Jannik Kruse Petersen

Mette Lykke Ravn

# Independent auditor's report

## To the shareholder of Too Good To Go ApS

### Opinion

We have audited the financial statements of Too Good To Go ApS for the financial year 01.01.2017 - 31.12.2017, 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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 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 of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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:

## Independent auditor's report

- 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.

## **Independent auditor's report**

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.

Copenhagen, 22.05.2018

### **Deloitte**

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No (CVR) 33963556

Bjørn Winkler Jakobsen  
State Authorised Public Accountant  
Identification No (MNE) mne32127

## Management commentary

### Primary activities

Too Good To Go ApS is a marketplace for surplus food with the mission of reducing food waste worldwide. The mobile apps connects consumers with retailers that have surplus food left by end of business and sell it at a discount through the apps.

### Development in activities and finances

The loss before tax for 2017 of 21.006 T.DKK is as expected in a year where the business has grown significantly due to new investments. The number of meals saved has increased with a factor four from 2016 to 2017.

The companies Too Good To Go ApS and Too Good To Go International were merged as of 1 January 2017. The 2016 numbers do only include the numbers from Too Good To Go International ApS as described in accounting policies.

### Events after the balance sheet date

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



## Income statement for 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
<b>Gross loss</b>		<b>(8.931.836)</b>	<b>(1.771.469)</b>
Staff costs	1	<u>(11.804.438)</u>	<u>0</u>
<b>Operating profit/loss</b>		<b>(20.736.274)</b>	<b>(1.771.469)</b>
Other financial income		(182.396)	(21.438)
Other financial expenses		<u>(87.683)</u>	<u>(8.069)</u>
<b>Profit/loss before tax</b>		<b>(21.006.353)</b>	<b>(1.800.976)</b>
Tax on profit/loss for the year	2	<u>449.031</u>	<u>396.215</u>
<b>Profit/loss for the year</b>		<b><u>(20.557.322)</u></b>	<b><u>(1.404.761)</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>(20.557.322)</u>	<u>(1.404.761)</u>
		<b><u>(20.557.322)</u></b>	<b><u>(1.404.761)</u></b>

## Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Other receivables		307.125	0
<b>Fixed asset investments</b>		<b>307.125</b>	<b>0</b>
<b>Fixed assets</b>		<b>307.125</b>	<b>0</b>
Receivables from group enterprises		1.106.880	50.000
Deferred tax	3	0	396.215
Other receivables		595.762	764.223
Income tax receivable		879.666	0
Prepayments		23.495	0
<b>Receivables</b>		<b>2.605.803</b>	<b>1.210.438</b>
<b>Cash</b>		<b>23.937.215</b>	<b>496.930</b>
<b>Current assets</b>		<b>26.543.018</b>	<b>1.707.368</b>
<b>Assets</b>		<b>26.850.143</b>	<b>1.707.368</b>

## Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
Contributed capital		51.000	50.000
Retained earnings		<u>2.096.903</u>	<u>(1.404.761)</u>
<b>Equity</b>		<b><u>2.147.903</u></b>	<b><u>(1.354.761)</u></b>
Trade payables		1.053.498	33.750
Payables to group enterprises		16.903.500	1.348.098
Other payables		<u>6.745.242</u>	<u>1.680.281</u>
<b>Current liabilities other than provisions</b>		<b><u>24.702.240</u></b>	<b><u>3.062.129</u></b>
<b>Liabilities other than provisions</b>		<b><u>24.702.240</u></b>	<b><u>3.062.129</u></b>
<b>Equity and liabilities</b>		<b><u>26.850.143</u></b>	<b><u>1.707.368</u></b>
Contingent liabilities	4		
Related parties with controlling interest	5		

## Statement of changes in equity for 2017

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Total DKK</b>
Equity beginning of year	50.000	(1.404.761)	(1.354.761)
Effect of mergers and business combinations	1.000	(941.014)	(940.014)
Increase of capital	0	25.000.000	25.000.000
Profit/loss for the year	0	(20.557.322)	(20.557.322)
<b>Equity end of year</b>	<b>51.000</b>	<b>2.096.903</b>	<b>2.147.903</b>

## Notes

	<b>2017</b>	<b>2016</b>
	<b>DKK</b>	<b>DKK</b>
<b>1. Staff costs</b>		
Wages and salaries	11.606.810	0
Other social security costs	197.628	0
	<b>11.804.438</b>	<b>0</b>
 Average number of employees	 <b>24</b>	 <b>0</b>

	<b>2017</b>	<b>2016</b>
	<b>DKK</b>	<b>DKK</b>
<b>2. Tax on profit/loss for the year</b>		
Current tax	(879.666)	(396.215)
Change in deferred tax	396.215	0
Adjustment concerning previous years	34.420	0
	<b>(449.031)</b>	<b>(396.215)</b>

### 3. Deferred tax

The Company has an unrecognized deferred tax asset of T.DKK 4.170 as per 31 December 2017.

### 4. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Too Good To Go 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.

### 5. Related parties with controlling interest

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Too Good To Go Holding ApS, Lindgreens Allé 9, 1., 2300 Copenhagen S

## 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 certain provisions for reporting class C.

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

### Non-comparability

Due to the book value method is applied to business combinations such as mergers in which entities controlled by the parent company are involved, provided that the combination is considered completed at the time of acquisition without any restatement of comparative figures.

### 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.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

#### 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, marketing costs, etc.

## Accounting policies

### Property costs

Property costs include costs incurred to operate the Entity's properties in the financial year, including repair and maintenance costs, property tax and electricity, water and heating, which are not charged directly from the lessee.

### Staff costs

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

### Other financial income

Other financial income comprises dividends etc received on other investments, 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 as well as 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 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.

### Balance sheet

#### 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.

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.

#### Income 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.

## Accounting policies

### Prepayments

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

### Cash

Cash comprises cash in hand and bank deposits.

### Other financial liabilities

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