

KellyDeli ApS

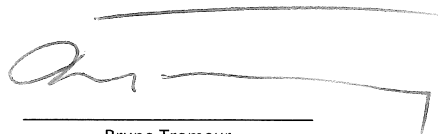
c/o Mazanti-Andersen Korsø Jensen
Amaliegade 10
1256 København K

CVR No. 38117017

Annual Report 2016/17

1. financial year

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on 7 May 2018



Bruno Tromeur
Chairman

KellyDeli ApS

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KellyDeli ApS

Management's Statement

Today, Management has considered and adopted the Annual Report of KellyDeli ApS for the financial year 18 October 2016 - 31 December 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 assets, liabilities and financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 18 October 2016 - 31 December 2017.

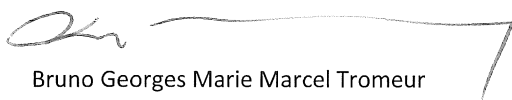
In our opinion, the Management's Review includes a true and fair account of the matters addressed in the review.

The conditions for not conducting an audit of the Financial Statement have been met.

We recommend that the Annual Report be adopted at the Annual General Meeting.

København, 7 May 2018

Executive Board



Bruno Georges Marie Marcel Tromeur
Manager

KellyDeli ApS

Company details

Company	KellyDeli ApS c/o Mazanti-Andersen Korsø Jensen Amaliegade 10 1256 København K
CVR No.	38117017
Financial year	18 October 2016 - 31 December 2017
Executive Board	Bruno Georges Marie Marcel Tromeur , Manager

Management's Review

The Company's principal activities

The company's purpose is catering, creation, preparation and sale of takeaway meals and food, catering services, food trade, goods and services. The company also participates in the management of marketing, communication of know-how, franchising, trademark licensing, development and promotion of any concepts and participation of the company in any operation that may be related to the company's purpose through the incorporation of new companies, contributions, drawing or purchase of shares and shareholders' rights, in public limited companies or joint ventures, by mergers or otherwise.

Development in activities and financial matters

The Company's Income Statement of the financial year 18 October 2016 - 31 December 2017 shows a result of DKK -2.704.872 and the Balance Sheet at 31 December 2017 a balance sheet total of DKK 1.825.975 and an equity of DKK -2.654.872.

The negative income statement result was expected due to costs related to the operational establishment of the company.

Expectations for the future

It is the first financial year of the Company, therefor the Company expects its operations to develop positively next year.

To ensure the future existence of the company, the group will provide the necessary liquidity and capital. Therefore the management has used the going concern basis of accounting in preparing this annual report.

Accounting Policies

Reporting Class

The Annual Report of KellyDeli ApS for 2016/17 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B.

As the financial year 2016/17 is the Company's first financial year, the Financial Statements with associated notes have been prepared without comparative figures from the previous year.

Reporting currency

The Annual Report is presented in Danish kroner.

Translation policies

Transactions in foreign currencies are translated into DKK at the exchange rate prevailing at the date of transaction. Monetary assets and liabilities in foreign currencies are translated into DKK based on the exchange rates prevailing at the balance sheet day. Realised and unrealised foreign exchange gains and losses are included in the Income Statement under Financial Income and Expenses.

General Information

Basis of recognition and measurement

Income is recognised in the Income Statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortised cost. 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 accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount. This way, exchange losses and gains are allocated over the term.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the Annual Report, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Income Statement

Gross profit/loss

The Company has decided to aggregate certain items of the Income Statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Gross profit comprises revenue, other operating income, product consumption and other external costs.

Accounting Policies

Revenue

Revenue from the sale of goods is recognised in the income statement from the date of delivery and when the risk has passed to the buyer if it is possible to calculate the income reliably. The revenue is calculated exclusive of VAT, charges and discounts.

Other sales revenues are recognised as revenue according to the invoicing principle.

Raw materials and consumables

Costs for raw materials and consumables comprise purchase of goods and services for resale, including wastage and packaging costs.

Other external expenses

Other external expenses comprise expenses regarding sale and administration.

Staff expenses

Staff expenses comprise wages and salaries, pensions and social security costs.

Amortisation and impairment of tangible and intangible assets

Amortisation and impairment of intangible and tangible assets has been performed based on a continuing assessment of the useful life of the assets in the Company. Non-current assets are amortised on a straight line basis, based on cost, on the basis of the following assessment of useful life and residual values:

	Useful life
Other fixtures and fittings, tools and equipment	3-10 years

Profit or loss resulting from the sale of intangible or tangible assets is determined as the difference between the selling price less selling costs and the carrying amount at the date of sale, and is recognised in the Income Statement under other operating income or expenses.

Financial income and expenses

Financial income and expenses are recognised in the Income Statement with the amounts that concern the financial year. Financial income and expenses include interest income and expenses, debt and foreign currency transactions, as well as surcharges and allowances under the tax repayment scheme.

Tax on net profit/loss for the year

Tax on net profit/loss for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

Balance Sheet

Tangible assets

Tangible assets are measured at cost plus revaluations, if any, and less accumulated amortisation and impairment losses. Cost comprises the purchase price and costs directly attributable to the purchase until the date when the asset is available for use.

Inventories

Finished goods are measured at cost comprising purchase price plus delivery costs.

Receivables

Receivables are measured at amortised cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Accounting Policies

Accrued income, assets

Accrued income recognised in assets comprises prepaid costs regarding subsequent financial years.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand as well as short-term securities with a term of less than three months which can be converted directly into cash at bank and in hand and involve only an insignificant risk of value changes.

Financial liabilities

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

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the Balance Sheet as calculated tax on the expected taxable income for the year, adjusted for tax on taxable income for previous years as well as for tax prepaid.

Accruals and deferred income, equity and liabilities

Accruals and deferred income entered as liabilities consist of payments received regarding income in the subsequent financial years.

Contingent assets and liabilities

Contingent assets and liabilities are not recognised in the Balance Sheet but appear only in the notes.

Income Statement

	Note	2016/17 kr.
Gross profit		881.239
Employee benefits expense	1	-3.556.442
Depreciation, amortisation expense and impairment losses of property, plant and equipment and intangible assets recognised in profit or loss		<u>-13.470</u>
Profit from ordinary operating activities		-2.688.673
Finance expenses	2	<u>-16.199</u>
Profit from ordinary activities before tax		-2.704.872
Tax expense on ordinary activities		<u>0</u>
Profit		-2.704.872
Proposed distribution of results		
Retained earnings		<u>-2.704.872</u>
Distribution of profit		-2.704.872

Balance Sheet as of 31 December

	Note	2017 kr.
Assets		
Plant and machinery	3	54.147
Property, plant and equipment		<u>54.147</u>
Deposits, investments		10.000
Investments		<u>10.000</u>
Fixed assets		<u>64.147</u>
Raw materials and consumables		56.504
Assets held for sale		8.724
Inventories		<u>65.228</u>
Short-term trade receivables		1.580.554
Other short-term receivables		43.757
Deferred income		44.706
Receivables		<u>1.669.017</u>
Cash and cash equivalents		<u>27.583</u>
Current assets		<u>1.761.828</u>
Assets		<u>1.825.975</u>

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Balance Sheet as of 31 December

	Note	2017 kr.
Liabilities and equity		
Contributed capital		50.000
Retained earnings		-2.704.872
Equity		-2.654.872
Trade payables		1.154.145
Payables to group enterprises		2.398.893
Other payables		529.149
Deferred income, liabilities		314.660
Deposits, liabilities other than provisions		84.000
Short-term liabilities other than provisions		4.480.847
Liabilities other than provisions within the business		4.480.847
Liabilities and equity		1.825.975
Contingent liabilities	4	
Related parties	5	

Notes

2016/17

1. Employee benefits expense

Wages and salaries	3.355.471
Post-employment benefit expense	49.064
Social security contributions	62.588
Other employee expense	89.319
	<u>3.556.442</u>

Average number of employees	<u>10</u>
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2. Finance expenses

Other finance expenses	14.171
Finance expenses arising from group enterprises	2.009
	<u>16.180</u>

3. Plant and machinery

Addition during the year, incl. improvements	<u>67.617</u>
Cost at the end of the year	<u>67.617</u>
Amortisation for the year	<u>-13.470</u>
Impairment losses and amortisation at the end of the year	<u>-13.470</u>
Carrying amount at the end of the year	<u>54.147</u>

4. Contingent liabilities

Operational rent has been concluded for the year 2018 to the amount of DKK 47.500.

5. Related parties

The following shareholders are registered in the Company's register of shareholders, who owns 100% of the share capital :

KellyDeli Company Limited
27 Corsham Street, London N1 6 DR, Storbritannien

The financial statements of KellyDeli Company Limited Group are available at:

KellyDeli Company Limited
27 Corsham Street, London N1 6 DR, Storbritannien

Transactions with related parties	2017
Loans from related parties	2.398.893
Interest cost	2.009
Contributed capital	50.000

No further transactions have been conducted between KellyDeli ApS and other group enterprises.