

KellyDeli ApS

C/O Advokatfirmaet BOIBYEN.DK ApS Nøjsomhedsvej 9, 2100 København Ø

Company reg. no. 38 11 70 17

Annual report

1 January - 31 December 2023

The annual report was submitted and approved by the general meeting on the 6 June 2024.

Riccardo Mascheroni
Chairman of the meeting

Notes to users of the English version of this document:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points remain unchanged from Danish version of the document. This means that DKK 146.940 corresponds to the English amount of DKK 146,940, and that 23,5 % corresponds to 23.5 %.

Contents

	<u>Page</u>
Reports	
Management's statement	1
Independent auditor's report on extended review	2
Management's review	
Company information	4
Management's review	5
Financial statements 1 January - 31 December 2023	
Accounting policies	6
Income statement	9
Balance sheet	10
Statement of changes in equity	12
Notes	13

Management's statement

Today, the Managing Director has approved the annual report of KellyDeli ApS for the financial year 1 January - 31 December 2023.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

I consider the chosen accounting policy to be appropriate, and in my opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January – 31 December 2023.

Further, in my opinion, the Management's review gives a true and fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the Annual General Meeting.

København Ø, 6 June 2024

Managing Director

Riccardo Mascheroni

Independent auditor's report on extended review

To the Shareholder of KellyDeli ApS

Report on extended review of the Financial Statements

Conclusion

We have performed an extended review of the financial statements of KellyDeli ApS for the financial year 1 January - 31 December 2023, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

Based on the work performed, in our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 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 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 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 in order to obtain limited assurance for our conclusion on the financial statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

Independent auditor's report on extended review

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

Statement on the Management's Review

Management is responsible for the Management's Review.

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

In connection with our extended review of the financial statements, our responsibility is to read the Management's Review and, in doing so, consider whether the 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 the Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the 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 the Management's Review.

Violation of the Danish Collection Act

In the financial year 2023, the company has not complied with the Danish Collection Act's requirement of timely reporting to the Danish tax Authorities.

The company's management may be held liable for the breach of Danish Collection Act's requirement's.

Copenhagen V, 6 June 2024

RSM Danmark

Statsautoriseret Revisionspartnerselskab
Company reg. no. 25 49 21 45

Peter Arent Benkjer

State Authorised Public Accountant
mne35785

Company information

The company	KellyDeli ApS C/O Advokatfirmaet BOIBYEN.DK ApS Nøjsomhedsvej 9 2100 København Ø Company reg. no. 38 11 70 17 Financial year: 1 January - 31 December
Managing Director	Riccardo Mascheroni
Auditors	RSM Danmark Statsautoriseret Revisionspartnerselskab Ved Vesterport 6, 5. sal 1612 København V
Parent company	KellyDeli Nordics AB (Sweden)

Management's review

Description of key activities of the company

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 revenue for the year totals 23.078.631 DKK against 25.142.410 DKK last year. Loss from ordinary activities after tax totals -2.210.095 DKK against 989.605 DKK last year. The management considers the result less satisfactory.

Loss of equity

Management is aware that the company has lost the equity and is covered by section 119 of the Danish Companies Act. Equity will be re-established by conversion of debt or capital contribution.

The company's continued operations are dependent on financial support from the parent company, which has submitted a statement of support for the next 12 months after approval of the annual report. On that basis, the management assesses that the company fulfills the condition of going concern.

Events occurring after the end of the financial year

The management decided in 2023 to cease the company's activity in Denmark in 2024.

Accounting policies

The annual report for KellyDeli ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Revenue

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts.

Other external expenses

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, loss on receivables, and operational leasing costs.

Accounting policies

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to transactions in foreign currency as well as surcharges and reimbursements under the advance tax scheme, etc.

Statement of financial position

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value. In order to meet expected losses, impairment takes place at the net realisable value.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank.

Equity

Share premium

Share premium comprises premium payments made in connection with the issue of shares. Costs incurred for carrying through an issue are deducted from the premium.

The premium reserve can be used for dividend, for issuing bonus shares, and for covering losses.

Provisions

Provisions comprise expected costs of warranty commitments, loss on work in progress, restructuring, etc. Provisions are recognised when the company has a legal or actual commitment resulting from a previously occurred event and when it is probable that the settlement of the liability will result in consumption of the financial resources of the company.

Provisions are measured at net realisable value or at fair value. If the fulfilment of a liability is expected to take place far in the future, the liability is measured at fair value.

Accounting policies

Guarantee liabilities comprise liabilities for repairs within the guarantee period of 1-5 years. Provisions for warranty commitments are measured on basis of the obtained experience with guarantee work. Provisions with an expected due date later than 1 year from the reporting date are discounted at a rate reflecting risk and maturity of the liability.

On the acquisition of entities, provisions for restructuring within the acquired entity are included in the acquisition cost, and thereby in the goodwill or the consolidated goodwill, to the extent that they have been recognised in the financial statements of the acquired entity in advance of the acquisition. Provisions for restructuring are included to the extent that they have been decided at the date of acquisition at the latest and that the process have been commenced.

When it is likely that the total costs will exceed the total income of contract work in progress, the total expected loss on the contract work in progress will be recognised as provisions for liabilities. The provision is recognised under production costs.

Liabilities other than provisions

Liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Deferred income

Payments received concerning future income are recognised under deferred income.

Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2023</u>	<u>2022</u>
Revenue	23.078.631	25.142.409
Costs of raw materials and consumables	-20.299.632	-22.884.807
Other external expenses	-3.797.195	-2.306.872
Gross profit	-1.018.196	-49.270
2 Staff costs	-1.185.926	-801.769
Depreciation and impairment of property, land, and equipment	0	-132.464
Operating profit	-2.204.122	-983.503
Other financial income	0	5.903
Other financial expenses	-81.857	-12.005
Pre-tax net profit or loss	-2.285.979	-989.605
Net profit or loss for the year	-2.285.979	-989.605
Proposed distribution of net profit:		
Allocated from retained earnings	-2.285.979	-989.605
Total allocations and transfers	-2.285.979	-989.605

Balance sheet at 31 December

All amounts in DKK.

Assets		
<u>Note</u>	<u>2023</u>	<u>2022</u>
Current assets		
Raw materials and consumables	34.328	0
Total inventories	<u>34.328</u>	<u>0</u>
Trade receivables	3.565.802	3.518.998
Receivables from group enterprises	1.141.347	1.508.634
Other receivables	100.825	14.666
Prepayments	140.944	28.056
Total receivables	<u>4.948.918</u>	<u>5.070.354</u>
Cash and cash equivalents	<u>666.146</u>	<u>181.722</u>
Total current assets	<u>5.649.392</u>	<u>5.252.076</u>
Total assets	<u>5.649.392</u>	<u>5.252.076</u>

Balance sheet at 31 December

All amounts in DKK.

Equity and liabilities		
<u>Note</u>	<u>2023</u>	<u>2022</u>
Equity		
Contributed capital	72.970	70.000
Share premium	7.613.625	4.646.994
Retained earnings	-8.900.086	-6.614.107
Total equity	-1.213.491	-1.897.113
Provisions		
Provisions for pensions and similar liabilities	250.000	400.000
Total provisions	250.000	400.000
Liabilities other than provisions		
Trade payables	2.557.390	2.885.508
Payables to group enterprises	3.589.882	3.250.650
Other payables	265.347	251.775
Deferred income	200.264	361.256
Total short term liabilities other than provisions	6.612.883	6.749.189
Total liabilities other than provisions	6.612.883	6.749.189
Total equity and liabilities	5.649.392	5.252.076

1 Uncertainties relating to going concern

4 Contingencies

Statement of changes in equity

All amounts in DKK.

	<u>Contributed capital</u>	<u>Share premium</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 January 2023	70.000	4.646.994	-6.614.107	-1.897.113
Cash capital increase	2.970	2.966.631	0	2.969.601
Retained earnings for the year	0	0	-2.285.979	-2.285.979
	<u>72.970</u>	<u>7.613.625</u>	<u>-8.900.086</u>	<u>-1.213.491</u>

Notes

All amounts in DKK.

1. Uncertainties relating to going concern

Loss of equity

Management is aware that the company has lost the equity and is covered by section 119 of the Danish Companies Act. Equity will be re-established by conversion of debt or capital contribution.

The company's continued operations are dependent on financial support from the parent company, which has submitted a statement of support for the next 12 months after approval of the annual report. On that basis, the management assesses that the company fulfills the condition of going concern.

	<u>2023</u>	<u>2022</u>
2. Staff costs		
Salaries and wages	1.057.944	719.536
Pension costs	46.540	44.092
Other costs for social security	11.702	9.191
Other staff costs	<u>69.740</u>	<u>28.950</u>
	<u>1.185.926</u>	<u>801.769</u>
Average number of employees	<u>3</u>	<u>2</u>
3. Other fixtures, fittings, tools and equipment		
Cost 1 January 2023	0	-193.850
Disposals during the year	<u>0</u>	<u>193.850</u>
Depreciation and write-down 1 January 2023	0	-61.386
Reversal of depreciation, amortisation and impairment loss, assets disposed of	<u>0</u>	<u>61.386</u>

4. Contingencies

Contingent liabilities

Lease liabilities

The company has entered into operational leases with an average annual lease payment of DKK 53.000. The leases have 3 months to maturity and total outstanding lease payments total DKK 13.300.