

## **Nordic Distribution A/S**

Lejrvej 27, 3500 Værløse

**CVR no. 38 44 95 40**

**Annual report for the period  
1 April 2021 to 31 March 2022**

Adopted at the annual general meeting on 30  
September 2022

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Christian Løvenkjær-Knudtson  
chairman



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## Statement by management on the annual report

The supervisory board and executive board have today discussed and approved the annual report of Nordic Distribution A/S for the financial year 1 April 2021 - 31 March 2022.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 March 2022 and of the results of the company's operations for the financial year 1 April 2021 - 31 March 2022.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Værløse, 30 September 2022

### Executive board

Christian Løvenkjær-Knudtzon      Johnny Davidsen

### Supervisory board

Henrik Sebastian Thøger Nielsen      Christian Løvenkjær-Knudtzon      Alexander Stig Paciorek Nielsen  
chairman

Johnny Davidsen

## Independent auditor's report on extended review

*To the shareholder of Nordic Distribution A/S*

### Opinion

We have performed extended review of the financial statements of Nordic Distribution A/S for the financial year 1 April 2021 - 31 March 2022, 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 performed work it is our opinion, that the financial statements give a true and fair view of the company's financial position at 31 March 2022 and of the results of the company's operations for the financial year 1 April 2021 - 31 March 2022 in accordance with the Danish Financial Statements Act.

### Basis for Opinion

We conducted our extended review in accordance with the Danish Business Authority's standard on auditor's report for small enterprises and FSR - danish auditors' standard on extended review of financial statements in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor'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' 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 and IESBA Code. We believe that the 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 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.

### Auditor's responsibility for the extended review of the financial statements

Our responsibility is to express a conclusion on the accompanying financial statements. This requires us to perform procedures in order to obtain limited assurance for our conclusion on these financial statements, and in addition perform specifically required supplementary procedures in order to obtain additional assurance for our conclusion.

## Independent auditor's report on extended review

An extended review of financial statements includes procedures primarily consisting of making inquiries of management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating 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 these financial statements.

### Statement on management's review

Management is responsible for management's review.

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

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

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

Based on the work we have performed, we conclude that 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 of management's review.

Copenhagen, 30 September 2022

**Baker Tilly Denmark**  
Godkendt Revisionspartnerselskab  
CVR no. 35 25 76 91

Peter Aagesen  
statsautoriseret revisor  
MNE no. mne41287

## Company details

The company	Nordic Distribution A/S Lejrvej 27 3500 Værløse CVR no.: 38 44 95 40 Reporting period: 1 April 2021 - 31 March 2022 Domicile: Furesø
Supervisory board	Henrik Sebastian Thøger Nielsen, chairman Christian Løvenkjær-Knudtzon Alexander Stig Paciorek Nielsen Johnny Davidsen
Executive board	Christian Løvenkjær-Knudtzon Johnny Davidsen
Auditors	Baker Tilly Denmark Godkendt Revisionspartnerselskab Poul Bundgaards Vej 1, 1. 2500 Valby

## Management's review

### Business review

The company's main activity consists of operating distribution as a wholesale company, and other related activities at the management's discretion.

### Financial review

The company's income statement for the year ended 31 March 2022 shows a loss of DKK 1.972.530, and the balance sheet at 31 March 2022 shows negative equity of DKK 1.599.817.

### Significant events occurring after the end of the financial year

The management expects that the outbreak will have no considerable financial impact on the company during the financial year ahead.

## Income statement

### 1 April 2021 - 31 March 2022

	Note	2021/22	2020/21
		DKK	DKK
<b>Gross profit</b>		<b>3.765.882</b>	<b>5.440.793</b>
Staff costs	2	-5.139.568	-4.654.572
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-651.591	-493.216
<b>Profit/loss before net financials</b>		<b>-2.025.277</b>	<b>293.005</b>
Financial income	3	4.922	14.869
Financial costs	4	-494.334	-270.723
<b>Profit/loss before tax</b>		<b>-2.514.689</b>	<b>37.151</b>
Tax on profit/loss for the year	5	542.159	-11.680
<b>Profit/loss for the year</b>		<b>-1.972.530</b>	<b>25.471</b>
 <b>Recommended appropriation of profit/loss</b>			
Retained earnings		-1.972.530	25.471
		<b>-1.972.530</b>	<b>25.471</b>



## Balance sheet at 31 March 2022

	Note	2022 DKK	2021 DKK
<b>Assets</b>			
Acquired patents		436.192	615.783
<b>Intangible assets</b>	6	<b>436.192</b>	<b>615.783</b>
Other fixtures and fittings, tools and equipment		400.645	362.213
Leasehold improvements		625.647	200.125
<b>Tangible assets</b>	7	<b>1.026.292</b>	<b>562.338</b>
Deposits		795.936	352.436
<b>Fixed asset investments</b>		<b>795.936</b>	<b>352.436</b>
<b>Total non-current assets</b>		<b>2.258.420</b>	<b>1.530.557</b>
Finished goods and goods for resale		13.291.990	8.251.189
<b>Stocks</b>		<b>13.291.990</b>	<b>8.251.189</b>
Trade receivables		19.117.799	13.041.323
Receivables from related parties		856.854	859.201
Other receivables		1.061.283	497.263
Deferred tax asset		849.440	307.281
Prepayments		456.631	258.832
<b>Receivables</b>		<b>22.342.007</b>	<b>14.963.900</b>
<b>Cash at bank and in hand</b>		<b>949.598</b>	<b>221.828</b>
<b>Total current assets</b>		<b>36.583.595</b>	<b>23.436.917</b>
<b>Total assets</b>		<b>38.842.015</b>	<b>24.967.474</b>

## Balance sheet at 31 March 2022

	Note	2022	2021
		DKK	DKK
<b>Equity and liabilities</b>			
Share capital		2.500.000	2.500.000
Retained earnings		-4.099.817	-2.127.287
<b>Equity</b>		<b>-1.599.817</b>	<b>372.713</b>
Other payables		3.316.481	3.611.176
<b>Total non-current liabilities</b>	8	<b>3.316.481</b>	<b>3.611.176</b>
Trade payables		22.223.018	14.023.243
Payables to related parties		13.760.743	5.964.425
Other payables		1.141.590	995.917
<b>Total current liabilities</b>		<b>37.125.351</b>	<b>20.983.585</b>
<b>Total liabilities</b>		<b>40.441.832</b>	<b>24.594.761</b>
<b>Total equity and liabilities</b>		<b>38.842.015</b>	<b>24.967.474</b>
Usikkerhed om fortsat drift (going concern)	1		
Contingent liabilities	9		
Mortgages and collateral	10		

## Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 April	2.500.000	-2.127.287	372.713
Net profit/loss for the year	0	-1.972.530	-1.972.530
<b>Equity at 31 March</b>	<b><u>2.500.000</u></b>	<b><u>-4.099.817</u></b>	<b><u>-1.599.817</u></b>

## Notes

### 1 Usikkerhed om fortsat drift (going concern)

The income statement for the current financial year shows a loss of DKK 1.964 thousand, which is considered unsatisfactory by management.

External financing and extended credits have been secured to ensure continued operations.

The company has lost more than 50% of its share capital. As a result, the company now falls within the provision of the Danish Companies Act governing loss of capital.

Profit is expected for the coming years, and Management intends to reestablish the share capital through these profits.

	2021/22	2020/21
	DKK	DKK
<b>2 Staff costs</b>		
Wages and salaries	4.399.089	4.260.541
Pensions	516.336	452.939
Other social security costs	165.295	32.630
Other staff costs	58.848	-91.538
	<b>5.139.568</b>	<b>4.654.572</b>
Average number of employees	16	14
<b>3 Financial income</b>		
Other financial income	4.922	14.869
	<b>4.922</b>	<b>14.869</b>
<b>4 Financial costs</b>		
Interest paid to related parties	317.269	69.420
Other financial costs	177.065	201.303
	<b>494.334</b>	<b>270.723</b>

## Notes

	2021/22 DKK	2020/21 DKK
<b>5 Tax on profit/loss for the year</b>		
Deferred tax for the year	-542.159	11.680
	<b>-542.159</b>	<b>11.680</b>
<b>6 Intangible assets</b>		
		Acquired patents DKK
Cost at 1 April		1.253.252
Additions for the year		79.760
Cost at 31 March		1.333.012
Impairment losses and amortisation at 1 April		637.469
Depreciation for the year		259.351
Impairment losses and amortisation at 31 March		896.820
<b>Carrying amount at 31 March</b>		<b>436.192</b>
<b>7 Tangible assets</b>		
	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost at 1 April	803.326	510.592
Additions for the year	225.659	630.533
Cost at 31 March	1.028.985	1.141.125
Impairment losses and depreciation at 1 April	441.113	310.467
Depreciation for the year	187.227	205.011
Impairment losses and depreciation at 31 March	628.340	515.478
<b>Carrying amount at 31 March</b>	<b>400.645</b>	<b>625.647</b>

## Notes

### 8 Long term debt

	Debt at 1 April	Debt at 31 March	Instalment next year	Debt outstanding after 5 years
	DKK	DKK	DKK	DKK
Other payables	3.611.176	3.316.481	0	0
	<b>3.611.176</b>	<b>3.316.481</b>	<b>0</b>	<b>0</b>

### 9 Contingent liabilities

The company has provided a guarantee for a group company's other payable, which amounts to DKK 5 million at 31.03.2022.

The company is jointly taxed with its parent company, Cousin Corp. ApS (management company), and jointly and severally liable with other jointly taxed entities for payment of income taxes as well as for payment of withholding taxes on dividends, interest and royalties.

The company has entered into operating leases at T.DKK. 1.087.

### 10 Mortgages and collateral

Debt to the Company's primary supplier is secured by way of general floating charges corresponding the current value of inventories and trade receivables.

As collateral for other long term debt of DKK 3 million, there is registered company mortgage with priority position in front of other creditors company mortgage.

## Accounting policies

The annual report of Nordic Distribution A/S for 2021/22 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, as well as provisions applying to reporting class C entities.

The accounting policies applied are consistent with those of last year.

### Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

### Income statement

#### Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, changes in inventories of finished goods and work in progress and other operating income less costs of raw materials and consumables and other external expenses.

#### Revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

## Accounting policies

### Expenses for raw materials and consumables

Costs of raw materials and consumables include the raw materials and consumables used in generating the year's revenue.

### Other external costs

Other external costs include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

### Staff costs

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

### Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised capital/exchange gains and losses on securities, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

### Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

## Balance sheet

### Tangible assets

Items of plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.



## Accounting policies

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect costs of materials, components, sub-suppliers and wages.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	<b>Useful life</b>
Other fixtures and fittings, tools and equipment	5 years
Leasehold improvements	5 years

### Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

The cost of goods for resale, raw materials and consumables comprises the purchase price plus delivery costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct cost of labour and production/production overheads.

The net realisable value of stocks is calculated as the expected selling price less direct costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

### Receivables

Receivables are measured at amortised cost.

### Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

### Provisions

Provisions comprise expected expenses relating to warranty commitments, losses on work in progress, restructuring, etc. Provisions are recognised when, as a result of a past event, the company has a legal or constructive obligation and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

## Accounting policies

### Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

### Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the net proceeds and the nominal value is recognised in the income statement over the term of the loan.

Mortgage debt is thus measured at amortised cost, which for cash loans corresponds to the outstanding debt. For bond loans, amortised cost corresponds to an outstanding debt calculated as the underlying cash value of the loan at the time of borrowing, adjusted by amortisation of the value adjustment of the loan at the time of borrowing.

Financial liabilities also include the capitalised residual finance lease commitment.

Other liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.