



## Nextfood ApS

Esbern Snares Gade 11, kl  
1725 Copenhagen W  
CVR No. 38532421

## Annual report 2021

The Annual General Meeting adopted the  
annual report on 30.06.2022

---

**Rasmus Tim Bjerngaard**

Chairman of the General Meeting

# Contents

Entity details	2
Statement by Management	3
Independent auditor's extended review report	4
Management commentary	6
Income statement for 2021	7
Balance sheet at 31.12.2021	8
Statement of changes in equity for 2021	10
Notes	11
Accounting policies	15

# Entity details

## Entity

Nextfood ApS

Esbern Snares Gade 11, kl

1725 Copenhagen W

Business Registration No.: 38532421

Date of foundation: 12.07.2021

Registered office: Copenhagen

Financial year: 01.01.2021 - 31.12.2021

## Executive Board

Rasmus Tim Bjerngaard, CEO

Hannes Lindal Thjóðbjörnsson

## Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus C

Lead Client Service Partner : Mads Fauerskov

# Statement by Management

The Executive Board has today considered and approved the annual report of Nextfood 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 financial statements give a true and fair view of the Entity's financial position at 31.12.2021 and of the results of its operations 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, 30.06.2022

## Executive Board

**Rasmus Tim Bjerngaard**  
CEO

**Hannes Lindal Thjóðbjörnsson**

# Independent auditor's extended review report

**To the shareholders of Nextfood ApS**

## Conclusion

We have performed an extended review of the financial statements of Nextfood 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. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2021 and of the results of its operations for the financial year 01.01.2021 - 31.12.2021 in accordance with the Danish Financial Statements Act.

## Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity 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 Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting 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 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 to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of management and, if appropriate, of other entity

personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

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

#### **Statement on the management commentary**

Management is responsible for the management commentary.

Our conclusion 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 extended review 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 extended review 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 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.

Aarhus, 30.06.2022

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab  
CVR No. 33963556

#### **Søren Lykke**

State Authorised Public Accountant  
Identification No (MNE) mne32785

# Management commentary

## Primary activities

The Company's primary activity consists of running a business with a view to technology and food-related development, operation, consulting services and related business.

## Development in activities and finances

The financial statements for the year show a loss of DKK 2,837k, which is as expected, as the Company is still in a start-up phase.

The Company's Management expects sufficient liquidity for future operations. The Company's Management has ensured the Company's capital resources for the coming year.

The Company has lost its share capital and is thus subject to the rules of the Danish Companies Act governing capital loss. Management expects strategic initiatives to be implemented with a view to reestablishing the Company's equity through future operations.

## 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 2021

	Notes	2021 DKK	2020 DKK
<b>Gross profit/loss</b>	2	<b>(868,913)</b>	<b>37,977</b>
Staff costs	3	(1,779,578)	(755,330)
Depreciation, amortisation and impairment losses	4	(523,553)	(109,851)
<b>Operating profit/loss</b>		<b>(3,172,044)</b>	<b>(827,204)</b>
Other financial expenses	5	(403,458)	(73,554)
<b>Profit/loss before tax</b>		<b>(3,575,502)</b>	<b>(900,758)</b>
Tax on profit/loss for the year	6	738,914	283,097
<b>Profit/loss for the year</b>		<b>(2,836,588)</b>	<b>(617,661)</b>
<b>Proposed distribution of profit and loss</b>			
Retained earnings		(2,836,588)	(617,661)
<b>Proposed distribution of profit and loss</b>		<b>(2,836,588)</b>	<b>(617,661)</b>



# Balance sheet at 31.12.2021

## Assets

	Notes	2021 DKK	2020 DKK
Completed development projects	8	4,148,887	1,257,252
<b>Intangible assets</b>	7	<b>4,148,887</b>	<b>1,257,252</b>
Other fixtures and fittings, tools and equipment		547,480	411,960
<b>Property, plant and equipment</b>	9	<b>547,480</b>	<b>411,960</b>
Investments in group enterprises		40,000	40,000
Other investments		11,180	60,000
Deposits		26,250	26,250
<b>Financial assets</b>	10	<b>77,430</b>	<b>126,250</b>
<b>Fixed assets</b>		<b>4,773,797</b>	<b>1,795,462</b>
Manufactured goods and goods for resale		109,246	202,191
<b>Inventories</b>		<b>109,246</b>	<b>202,191</b>
Trade receivables		160,675	21,579
Receivables from group enterprises		104,000	0
Other receivables	11	4,004,720	22,218
Income tax receivable		729,914	290,325
<b>Receivables</b>		<b>4,999,309</b>	<b>334,122</b>
<b>Cash</b>		<b>3,715,765</b>	<b>13,468,717</b>
<b>Current assets</b>		<b>8,824,320</b>	<b>14,005,030</b>
<b>Assets</b>		<b>13,598,117</b>	<b>15,800,492</b>

## Equity and liabilities

	Notes	2021 DKK	2020 DKK
Contributed capital		40,000	40,000
Reserve for development expenditure		3,236,132	980,657
Retained earnings		(6,892,092)	(1,800,029)
<b>Equity</b>		<b>(3,615,960)</b>	<b>(779,372)</b>
Deferred tax		0	9,000
<b>Provisions</b>		<b>0</b>	<b>9,000</b>
Other payables		5,316,469	5,000,000
Deferred income		1,241,901	918,574
<b>Non-current liabilities other than provisions</b>	12	<b>6,558,370</b>	<b>5,918,574</b>
Current portion of non-current liabilities other than provisions	12	256,021	168,248
Convertible and dividend-yielding debt instruments		9,243,576	9,243,576
Trade payables		48,335	233,297
Payables to participating interests		303,171	291,324
Payables to shareholders and management		88	3,086
Other payables	13	804,516	712,759
<b>Current liabilities other than provisions</b>		<b>10,655,707</b>	<b>10,652,290</b>
<b>Liabilities other than provisions</b>		<b>17,214,077</b>	<b>16,570,864</b>
<b>Equity and liabilities</b>		<b>13,598,117</b>	<b>15,800,492</b>
Going concern	1		
Unrecognised rental and lease commitments	14		

# Statement of changes in equity for 2021

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	40,000	980,657	(1,800,029)	(779,372)
Transfer to reserves	0	2,255,475	(2,255,475)	0
Profit/loss for the year	0	0	(2,836,588)	(2,836,588)
<b>Equity end of year</b>	<b>40,000</b>	<b>3,236,132</b>	<b>(6,892,092)</b>	<b>(3,615,960)</b>

The Company has lost its share capital and is thus subject to the rules of the Danish Companies Act governing capital loss. Management expects strategic initiatives to be implemented with a view to reestablishing the Company's equity through future operations.

# Notes

## 1 Going concern

Convertible debt instruments of DKK 9,244k have been recognised under current liabilities. The debt instruments are free of interest and installments. It is Management's assessment that the investors will not claim repayment of the debt instruments. Thus, sufficient liquidity is found to exist for the next financial year.

## 2 Gross profit/loss

Other operating income included in gross profit includes compensation received in 2021 totaling DKK 50k from aid schemes established as a result of the outbreak and spread of COVID-19.

## 3 Staff costs

	2021 DKK	2020 DKK
Wages and salaries	5,000,087	2,048,637
Other social security costs	72,382	21,965
Other staff costs	24,901	4,386
	<b>5,097,370</b>	<b>2,074,988</b>
Staff costs classified as assets	(3,317,792)	(1,319,658)
	<b>1,779,578</b>	<b>755,330</b>
Average number of full-time employees	<b>15</b>	<b>5</b>

## 4 Depreciation, amortisation and impairment losses

	2021 DKK	2020 DKK
Amortisation of intangible assets	426,157	62,406
Depreciation of property, plant and equipment	97,396	47,445
	<b>523,553</b>	<b>109,851</b>

## 5 Other financial expenses

	2021 DKK	2020 DKK
Financial expenses from participating interests	11,847	12,552
Other interest expenses	75,142	27,244
Other financial expenses	316,469	33,758
	<b>403,458</b>	<b>73,554</b>

## 6 Tax on profit/loss for the year

	2021 DKK	2020 DKK
Current tax	(729,914)	(290,325)
Change in deferred tax	(9,000)	9,000
Adjustment concerning previous years	0	(1,772)
	<b>(738,914)</b>	<b>(283,097)</b>

## 7 Intangible assets

	Completed development projects DKK
Cost beginning of year	1,319,658
Additions	3,317,792
<b>Cost end of year</b>	<b>4,637,450</b>
Amortisation and impairment losses beginning of year	(62,406)
Amortisation for the year	(426,157)
<b>Amortisation and impairment losses end of year</b>	<b>(488,563)</b>
<b>Carrying amount end of year</b>	<b>4,148,887</b>

## 8 Development projects

Development projects include the development of vertical agriculture into a scalable cultivation system (hardware and operating system). It consists essentially of internal staff costs for technology development.

The carrying amount at 31.12.2021 totals DKK 4,149k. The completed development projects bring economic and competitive advantages, and thus an increase in the level of activity.

## 9 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	459,405
Additions	232,916
<b>Cost end of year</b>	<b>692,321</b>
Depreciation and impairment losses beginning of year	(47,445)
Depreciation for the year	(97,396)
<b>Depreciation and impairment losses end of year</b>	<b>(144,841)</b>
<b>Carrying amount end of year</b>	<b>547,480</b>

## 10 Financial assets

	Investments in group enterprises DKK	Other investments DKK
Cost beginning of year	40,000	60,000
Additions	0	11,180
Disposals	0	(60,000)
<b>Cost end of year</b>	<b>40,000</b>	<b>11,180</b>
<b>Carrying amount end of year</b>	<b>40,000</b>	<b>11,180</b>

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
Nextfood Farms ApS	Copenhagen	ApS	100.00

## 11 Other receivables

	2021 DKK	2020 DKK
Other receivables	4,004,720	0
	<b>4,004,720</b>	<b>0</b>

Other receivables consist primarily of tax account receivables that amounts to DKK 4,000k.

## 12 Non-current liabilities other than provisions

	Due within 12 months 2021 DKK	Due within 12 months 2020 DKK	Due after more than 12 months 2021 DKK	Outstanding after 5 years 2021 DKK
Other payables	0	0	5,316,469	0
Deferred income	256,021	168,248	1,241,901	211,217
	<b>256,021</b>	<b>168,248</b>	<b>6,558,370</b>	<b>211,217</b>

Other payables under non-current liabilities consist of loans from Vækstfonden of which repayment will begin in 2023. Debt outstanding after five years amounts to DKK 0.

Deferred income consists of grants received for development projects, which in accordance with the matching principle are recognised in the income statement as the completed development projects are amortised.

**13 Other payables**

	<b>2021</b>	<b>2020</b>
	<b>DKK</b>	<b>DKK</b>
VAT and duties	18,764	0
Wages and salaries, personal income taxes, social security costs, etc payable	501,206	475,053
Holiday pay obligation	177,644	237,706
Other costs payable	106,902	0
	<b>804,516</b>	<b>712,759</b>

**14 Unrecognised rental and lease commitments**

	<b>2021</b>	<b>2020</b>
	<b>DKK</b>	<b>DKK</b>
Liabilities under rental or lease agreements until maturity in total	<b>26,250</b>	<b>5,100</b>

# 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 a few provisions for reporting class C.

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

## Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

## 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.

## 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.

## Income statement

### Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, other operating income and external expenses.

### Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement



when delivery is made and risk has passed to the buyer. 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 operating income**

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

**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.

**Staff costs**

Staff costs comprise salaries and wages, 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 year.

**Other financial expenses**

Other financial expenses comprise interest expenses, net capital or exchange losses on payables 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****Intellectual property rights etc**

Intellectual property rights etc comprise development projects completed with related intellectual property rights.

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 in the 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.

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 period of amortisation is the remaining duration of the relevant rights. The amortisation period used is 7 years.

Intellectual property rights etc 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
--	-----------

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**

Investments in group enterprises are measured at cost.

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

### **Other investments**

Other investments comprise unlisted investments which are measured at the lower of cost and net realisable value.

### **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.

**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.

**Deferred income**

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.