Freeze HoldCo ApS

Parkvej 5, 9352 Dybvad

CVR no. 38 60 61 31

Annual report 2021

Approved at the Company's annual general meeting on 27 June 2022

Chair of the meeting:

....
Lars Priess

Contents

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Freeze HoldCo ApS for the financial year 1 January - 31 December 2021.

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

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Company at 31 December 2021 and of the results of the Group's and the Company's operations and of the consolidated cash flows for the financial year 1 January - 31 December 2021.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Company's operations and financial matters and the results of the Group's and the Company's operations and financial position.

We recommend that the annual report be approved at the annual general meeting.

Dybvad, 27 June 2022
Executive Board:

Lars Priess

Board of Directors:

Klaus Beyer Nielsen Chair	Niels Lykke Graugaard	Oskar Emanuel Lindholm-Wu
Ib Sand Nykjær	Andreas Steinacher	

Independent auditor's report

To the shareholders of Freeze HoldCo ApS

Opinion

We have audited the consolidated financial statements and the parent company financial statements of Freeze HoldCo ApS for the financial year 1 January - 31 December 2021, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies, for the Group and the Parent Company, and a consolidated cash flow statement. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2021, and of the results of the Group's and Parent Company's operations as well as the consolidated cash flows for the financial year 1 January - 31 December 2021 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 consolidated financial statements and the parent Company financial statements" (herinafter collectively referred to as "the financial statements") section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' 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.

Management's responsibilities for the financial statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 Group's and the Parent 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 Group or the Parent Company 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 as to 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 the 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 Group's and the Parent Company'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 Group's and the Parent Company'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 Group and the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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's review

Management is responsible for the Management's review.

Our opinion 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 audit 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 audit, 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.

Independent auditor's report

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 of the Management's review.

Aalborg, 27 June 2022
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Søren V. Nejmann	Thomas S. Kallehauge
State Authorised Public Accountant	State Authorised Public Accountant
mne32775	mne35422

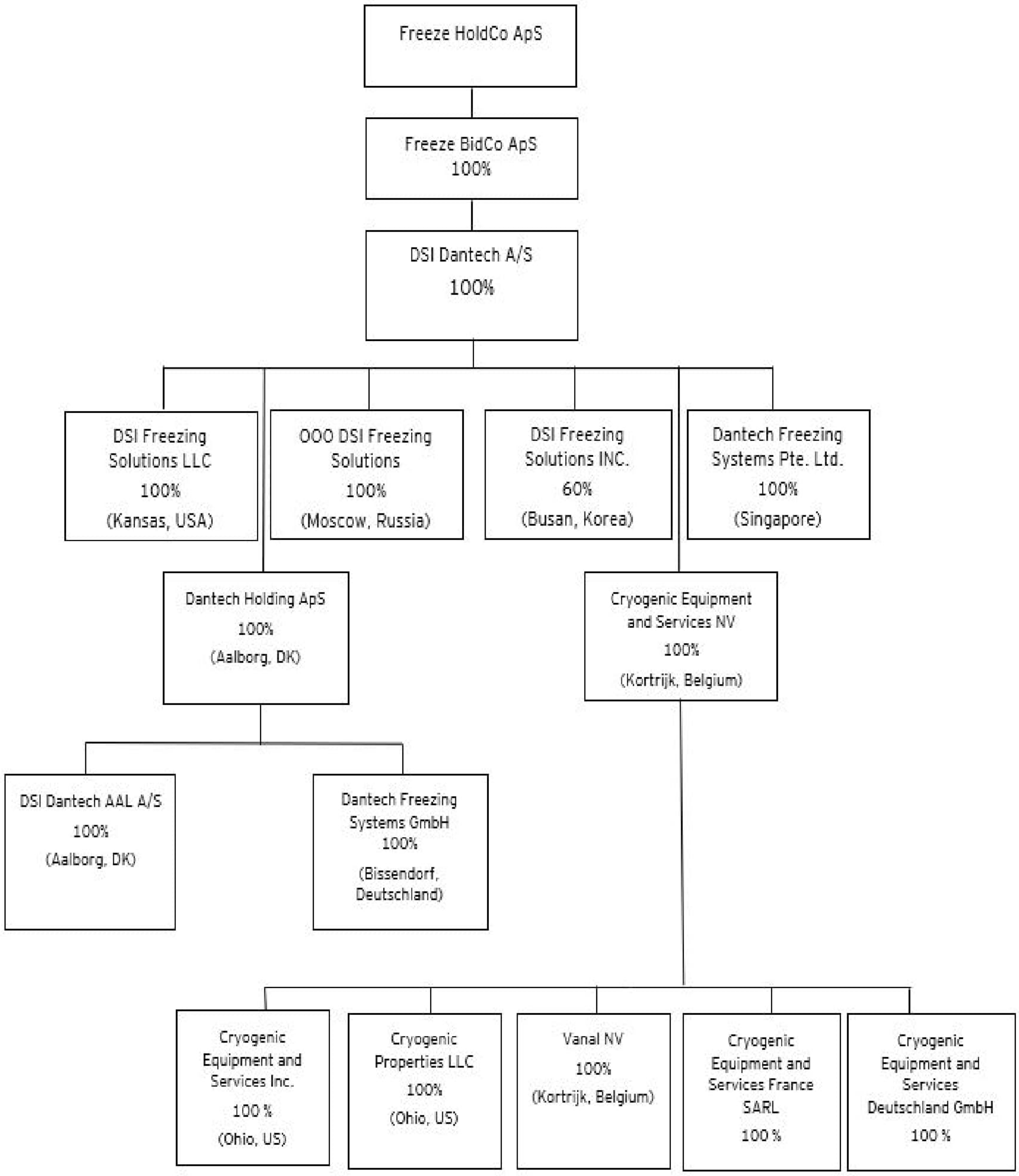
Management's review

Company details

Name	Freeze HoldCo ApS
Address, Postal code, City	Parkvej 5, 9352 Dybvad
CVR no.	38 60 61 31
Established	28 April 2017
Registered office	Frederikshavn
Financial year	1 January - 31 December
Board of Directors	Klaus Beyer Nielsen, Chair Niels Lykke Graugaard Oskar Emanuel Lindholm-Wu Ib Sand Nykjær Andreas Steinacher
Executive Board	Lars Priess
Auditors	EY Godkendt Revisionspartnerselskab Vestre Havnepromenade 1A, 9000 Aalborg, Denmark

Management's review

Group chart



Management's review

Financial highlights for the Group

DKK'000	2021 12 months	2020 12 months	2019 12 mdr.(months)	2018 12 mdr.(months)	2017 8 mdr.(months)
Key figures					
Gross profit/loss	135,788	102,968	94,644	99,149	36,379
Earnings before interest, taxes, depreciation and amortisation (EBITDA)	19,337	31,338	28,407	46,218	19,220
Operating profit/loss	-40,135	-14,739	-17,515	604	-3,529
Net financials	-16,266	-14,162	-13,263	-12,316	-7,932
Profit/loss before tax	-53,254	-25,751	-27,783	-8,648	-11,461
Profit/loss for the year	**-50,796**	**-26,202**	**-28,198**	**-12,187**	**-11,896**
Fixed assets	578,802	272,106	307,784	341,301	382,093
Non-fixed assets	216,366	66,504	73,170	55,729	45,782
Total assets	**795,168**	**338,610**	**380,954**	**397,030**	**427,875**
Share capital	32,825	22,521	22,485	22,364	22,119
Equity	**186,234**	**107,167**	**132,036**	**157,483**	**167,881**
Provisions	70,013	29,299	30,165	29,402	33,484
Non-current liabilities other than provisions	349,028	148,605	158,804	167,205	177,276
Current liabilities other than provisions	189,893	53,539	59,949	42,940	49,234
Cash flows from operating activities	-37,005	7,597	24,940	11,440	5,592
Net cash flows from investing activities	-384,780	-7,250	-9,386	-1,759	-369,501
Amount relating to investments in property, plant and equipment	-16,370	-5,763	-8,488	-1,970	-17,170
Cash flows from financing activities	351,126	-10,199	-5,417	-9,562	372,783
Total cash flows	**-70,659**	**-9,852**	**10,137**	**119**	**8,874**
Financial ratios					
Return on assets	-7.1%	-4.1%	-4.5%	0.1%	-0.9%
Equity ratio	23.4%	31.6%	34.7%	39.7%	39.2%
Return on equity	-34.8%	-21.4%	-18.8%	-7.5%	-6.8%
Average number of full-time employees	**206**	**124**	**101**	**87**	**54**

For terms and definitions, please see the accounting policies.

Management's review

Business review

The DSI Dantech Group design, manufacture, sell, install and services plate freezing systems and associated automatic handling systems, mechanical freezing and tempering equipment as well as cryogenic freezing systems to the global food industry. Customers consist both of large global food groups as well as smaller regional and local food producers.

Financial review

2021 was a turbulent year for the Group characterized by significant uncertainties in global markets and M&A activities resulting in the acquisition of two major companies.

The year 2021 resulted in a reported EBITDA of DKK 19,3 million compared to DKK 31,3 million in 2020. The 2021 result is however affected by significant on-off expenses related to the acquisitions process and the subsequent integration effort. These costs amounted to DKK 23,8 million and has been disclosed in note 2 of the annual report. Adjusted for these one-off expenses EBITDA for the year is DKK 43,1 million equal to an increase of 37%compared to 2020.

The uncertainty in global markets has mainly been caused by the continued Covid-19 pandemic, which has resulted in significant challenges in relation to carrying out business development activities and completing project installations and commissioning. The pandemic has also affected the global supply chains, resulting in significant price increases on raw materials, shortage of certain components and extended delivery times.

In 2021 the Group completed the acquisition of Cryogenic Equipment and Services NV with production, sales and service facilities in Belgium and the US, and Dantech Holding ApS and Dantech Freezing Systems Pte. Ltd. with main production, sales and service facilities in Aalborg, Singapore and Germany. By acquiring these companies, DSI Dantech Group has become the only global supplier offering both Mechanical, Cryogenic and Plate freezing technologies with associated handling systems.

The integration of the acquired companies has been successful, and the expected synergies have been achieved both from an operational as well as a market point of view, where customers have been positive towards the consolidation of the activities.

Following the acquisition, the Group has revised its strategy towards 2024, and has set ambitious and specific growth targets.

Despite the result for 2021 being slightly below budget then, considering the challenges described above, and the fact that only 7 months of operations from the acquired activities is included in the result, management considers the result for the year as satisfactory.

Financial risks and use of financial instruments

Management has not identified any risks beyond those described above related to volatile a supply chain. This risk is being mitigated by ensuring that materials are booked as soon as pre-payments have been received and by increasing safety stock of essential components.

Impact on the external environment

The main risk related to the environment is the waste and the Co2 footprint that we leave as a result of our production. DSI Dantech's main raw materials are aluminum and steel which are both energy intensive materials and thus has a high Co2 footprint.

In 2021 the Group mapped its CO2 footprint in scope 1 and 2 for the plate freezing and automation business. In 2022 the aim is to complete the analysis for the remaining part of the business where after the group will set firm targets for reducing its footprint.

Waste steel and aluminum is sorted and is then either being reused in the production or being sold as scrap metal.

Management's review

Research and development activities

The Group is investing in both new product development and in continuous improvements of the existing product portfolio, both areas are driven by own ideas as well as by customer requests. This to ensure that the Group keeps up with market demands and expectations. In 2021 several new development projects have been completed resulting in 1 patent application being filed.

Based on the on-going development activities, the Group expect to commercially launch several new products and solutions in 2022.

Statutory CSR report

DSI Dantech Group has chosen to report on corporate social responsibility and underrepresented gender, cf. §99a and 99b in the Danish Financial Statement Act.

DSI Dantech Group design, manufacture, sell, install and services plate freezing systems and associated automatic handling systems, mechanical freezing and tempering equipment as well as cryogenic freezing systems to the global food industry.

DSI Dantech Group has a general Code of Conduct addressing human rights, corruption and bribery etc. The Code of Conduct has been translated into the local languages of the main markets in which the Group operates and has been presented to all employees. The Code of Conduct is also an integrated part of the onboarding of new employees. To support the enforcement of the code of conduct, a formalized and anonymous whistle blower system has been setup, the systems is accessible to both internal and external stakeholders via the companies web-site.

The Group is further working actively with the UN Sustainable Development Goals who are integrated into the group strategy. Specifically, DSI Dantech can contribute to reducing food waste and lowering the Co2 footprint for its customers.

Corruption and bribery

The Group is operating globally and thus also in some markets where the risk of exposure to corruption and bribery is higher than in most Western European markets. Furthermore, the company is using agents is some markets, DSI Dantech is aware that the use of agents requires a structured and compliant approach.

As stated above, the company has a firm Code of Conduct on corruption and bribery with a zero tolerance. The Code of Conduct has been translated into the local languages of the main markets in which the company operates and has been made available to both employees, customers, suppliers and other partners.

In relation to agents, then the company is evaluating all agents and their respective business setups before formal agent agreements are entered into. Commission payments are reflecting the actual work carried out by the agent, and is on an on-going basis compared to the internal costs of sales.

Management has not become aware of any corruption or bribery case in 2021. In the coming years, DSI Dantech Group will handle any violations of the code of conduct that might surface either directly or through the whistle blower swiftly.

Management's review

Employees

As per the Code of Conduct, then DSI Dantech supports, and respects the international human rights contained in the International Bill of Human Rights. Our international business structure entails inherent risks of human rights violations.

We respect the privacy of our customers and employees and work to ensure non-discrimination and equal opportunities. This applies internally in respect to our employees as well as externally in our value chain. DSI Dantech provide our employees with an employment framework that follows applicable laws and collective agreements. DSI Dantech provide our employees with a safe and healthy working environment and protect our employees against any corporal punishment or harassment.

At DSI Dantech Group, we have identified that work-place related accidents and injuries as an inherent risk factor, and therefore, we have a high priority on health and safety in general. Employees and managers were trained in our health and safety policy in 2021.

In 2021 focus has been on aligning HR policies in the acquired companies with overall group policies. This has included preparation for entering into collective agreements for the acquired production sites in Denmark. Furthermore, focus has been on ensuring that all Danish and EU labor laws are complied with, this includes the EU working time directive.

The alignment of policies will continue in 2022 with a target of having completed this work before June 30th 2022.

The Group has throughout 2021 actively engaged with our customers and suppliers and on an ongoing basis. Management has not become aware of violations of human rights in 2021. The Group expects to continue the active engagement with our customers and suppliers in the future.

Covid-19 impact on employee's well-being

In 2021, the Covid-19 pandemic has put additional pressure on the physical and mental well-being of our employees caused by health risks and lockdowns. The Group has put great focus on protecting our employees during this time by establishing guidelines for for example meeting activities, business travels and canteen behavior. The guidelines in combination with the flexibility of all the employees has ensured that the organization overall has managed to get through the pandemic with minimum business interruptions.

Account of the gender composition of Management, cf. §99b

DSI Dantech is operating in an industry where women historically have been underrepresented. The Group however strongly believes in equal employment opportunities and diversity among employees and is thus working actively to increase the share.

On board level there is currently no representation of women. This is not considered as acceptable, and the aim is to have at least 33%women in the board by 2024. There has been no changes in the board in 2021, hence the goal is not reached in 2021.

In group management, the share of women is currently 20%, considering the historical representation of women in the industry. This currently considered acceptable. For the remaining management positions women constitutes 7%. The Group is working actively to increase the share and aim at reaching minimum 20%by 2024.

Overall 14%of the employees are women and by actively ensuring that female candidates are included in recruitment processes and by working with local universities and technical colleges to attract diverse talent, the target is to increase the share across both functional and management levels. Further our Employer Branding Strategy are focused on attracting both genders, through both visualization and employees' testimonials.

Management's review

Events after the balance sheet date

The recent tragic events in Ukraine might affect the 2022 result of the group negatively. Russia is identified as a key market in the group strategy and the Group has a sales and service office in Moscow. However currently expectation is that all business activities in Russia will come to a stand-still. Furthermore, the sanctions imposed on Russia is expected to further increase raw material prices. This and the overall uncertainty related to the situation might result in customers holding back major investments.

Outlook

DSI Dantech Group is starting 2022 with a strong order backlog and a healthy pipeline of potential projects. However, uncertainty in the global business environment is still high, both due to continued effects of Covid-19 including travel restriction for some key markets and due to the continued volatile global supply chains that will continue to put pressure on margins.

Despite the current uncertainties management expects an increase in profitability in 2022 with EBITDA expected to be in the range of DKK 50 – 70 million.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Income statement

		Group		Parent company	
Note	**DKK'000**	**2021**	**2020**	**2021**	**2020**
	Gross profit/loss	135,788	102,968	-80	-38
3	Staff costs	-115,449	-71,630	0	0
	Depreciation of intangible assets and property, plant and equipment	-56,325	-42,927	0	0
	Other operating expenses	-1,002	0	0	0
	Profit/loss before net financials	-36,988	-11,589	-80	-38
	Result from investments in group enterprises	0	0	-51,030	-25,611
4	Financial income	642	280	333	28
	Financial expenses	-16,908	-14,442	-185	-8
	Profit/loss before tax	-53,254	-25,751	-50,962	-25,629
5	Tax for the year	2,458	-451	-14	4
	Profit/loss for the year	-50,796	-26,202	-50,976	-25,625
	Specification of the Group's results of operations:				
	Shareholders in Freeze HoldCo ApS	-50,976	-25,625		
	Non-controlling interests	180	-577		
		-50,796	-26,202		

Consolidated financial statements and parent company financial statements 1 January - 31 December

Balance sheet

		Group		Parent company	
Note	**DKK'000**	**2021**	**2020**	**2021**	**2020**
	ASSETS				
	Fixed assets				
6	**Intangible assets**				
	Completed development projects	9,765	714	0	0
	Technologies	104,449	79,252	0	0
	Brands	20,695	5,775	0	0
	Customer relationships	71,637	3,067	0	0
	Goodwill	297,860	159,264	0	0
	Development projects in progress	4,525	758	0	0
		508,931	248,830	0	0
7	**Property, plant and equipment**				
	Land and buildings	24,370	12,518	0	0
	Fixtures and fittings, other plant and equipment	25,004	6,884	0	0
	Leasehold improvements	7,669	1,946	0	0
	Property, plant and equipment under construction	10,475	965	0	0
		67,518	22,313	0	0
8	**Investments**				
	Investments in group entities	0	0	174,435	103,602
	Deposits	2,353	963	0	0
		2,353	963	174,435	103,602
	Total fixed assets	578,802	272,106	174,435	103,602
	to be carried forward	578,802	272,106	174,435	103,602

Consolidated financial statements and parent company financial statements 1 January - 31 December

Balance sheet (continued)

		Group		Parent company	
Note	**DKK'000**	**2021**	**2020**	**2021**	**2020**
	brought forward	578,802	272,106	174,435	103,602
	Non-fixed assets				
	Inventories				
	Raw materials and consumables	30,535	4,567	0	0
	Work in progress	7,256	5,472	0	0
	Finished goods and goods for resale	54	6,750	0	0
		37,845	16,789	0	0
	Receivables				
	Trade receivables	63,651	16,723	0	0
9	Construction contracts	86,315	18,017	0	0
	Receivables from group entities	0	0	10,649	2,583
12	Deferred tax assets	0	0	0	4
	Corporation tax receivable	0	800	804	800
	Joint taxation contribution receivable	0	2	0	0
	Other receivables	10,151	3,483	0	0
10	Prepayments	2,194	1,162	0	0
		162,311	40,187	11,453	3,387
	Cash	16,210	9,528	24	0
	Total non-fixed assets	216,366	66,504	11,477	3,387
	TOTAL ASSETS	795,168	338,610	185,912	106,989

Consolidated financial statements and parent company financial statements 1 January - 31 December

Balance sheet

		Group		Parent company	
Note	**DKK'000**	**2021**	**2020**	**2021**	**2020**
	EQUITY AND LIABILITIES				
	Equity				
11	Share capital	32,825	22,521	32,825	22,521
	Retained earnings	153,014	84,431	153,014	84,431
	Shareholders in Freeze HoldCo ApS' share of equity	185,839	106,952	185,839	106,952
	Non-controlling interests	395	215	0	0
	Total equity	186,234	107,167	185,839	106,952
	Provisions				
12	Deferred tax	67,992	27,901	0	0
14	Other provisions	2,021	1,398	0	0
	Total provisions	70,013	29,299	0	0
	Liabilities other than provisions				
13	**Non-current liabilities other than provisions**				
	Mortgage debt	2,337	2,725	0	0
	Bank debt	317,335	75,438	0	0
	Lease liabilities	3,032	0	0	0
	Other credit institutions	0	67,046	0	0
	Other payables	26,324	3,396	0	0
		349,028	148,605	0	0
	Current liabilities other than provisions				
13	Short-term part of long-term liabilities other than provisions	33,030	15,388	0	0
	Bank debt	19,282	0	0	0
	Prepayments received from customers	26,789	3,946	0	0
9	Construction contracts	21,232	2,418	0	0
	Trade payables	67,013	17,544	73	37
	Payables to associates	612	595	0	0
	Corporation tax payable	725	0	0	0
	Other payables	21,050	13,191	0	0
	Deferred income	160	457	0	0
		189,893	53,539	73	37
	Total liabilities other than provisions	538,921	202,144	73	37
	TOTAL EQUITY AND LIABILITIES	795,168	338,610	185,912	106,989

1 Accounting policies
2 Special items
16 Contractual obligations and contingencies, etc.
17 Collateral
18 Related parties
19 Appropriation of profit/loss

Consolidated financial statements and parent company financial statements 1 January - 31 December

Statement of changes in equity

Note	DKK'000	Group: Share capital	Group: Retained earnings	Group: Total	Group: Non-controlling interests	Group: Total equity
	Equity at 1 January 2021	22,521	84,431	106,952	215	107,167
	Capital increase	10,304	119,696	130,000	0	130,000
	Transfer through appropriation of loss	0	-50,976	-50,976	180	-50,796
	Adjustment of investments through foreign exchange adjustments	0	-137	-137	0	-137
	Equity at 31 December 2021	32,825	153,014	185,839	395	186,234

Note	DKK'000	Parent company: Share capital	Parent company: Retained earnings	Parent company: Total
	Equity at 1 January 2021	22,521	84,431	106,952
	Capital increase	10,304	119,696	130,000
19	Transfer, see "Appropriation of profit/loss"	0	-50,976	-50,976
	Adjustment of investments through foreign exchange adjustments	0	-137	-137
	Equity at 31 December 2021	32,825	153,014	185,839

Consolidated financial statements and parent company financial statements 1 January - 31 December

Cash flow statement

Note	DKK'000	Group 2021	Group 2020
	Profit/loss for the year	-50,796	-26,202
20	Adjustments	42,894	43,679
	Cash generated from operations (operating activities)	-7,902	17,477
21	Changes in working capital	-28,973	-8,959
	Cash generated from operations (operating activities)	-36,875	8,518
	Income taxes paid/received	-130	-921
	Cash flows from operating activities	-37,005	7,597
	Additions of intangible assets	-12,463	-1,502
	Additions of property, plant and equipment	-16,370	-5,763
	Disposals of property, plant and equipment	765	0
	Purchase of financial assets	-1,390	0
22	Acquisition of companies and activities	-355,322	0
	Additions of financial instruments	0	15
	Cash flows to investing activities	-384,780	-7,250
	Proceeds of long-term liabilities	22,928	5,686
	Proceeds of debt to credit institutions	357,000	0
	Repayments, long-term liabilities	-388	-389
	Repayments, debt to credit institutions	-157,484	-16,391
	Repayments, finance leases	-947	0
	Cash payments concerning formation of enterprise from non-controlling interests	17	595
	Cash capital increase	130,000	300
	Cash flows from financing activities	351,126	-10,199
	Net cash flow	-70,659	-9,852
	Cash and cash equivalents at 1 January	9,528	19,089
	Increase of cash and cash equivalents from acquisitions	58,059	0
	Foreign exchange adjustments	0	291
23	**Cash and cash equivalents at 31 December**	-3,072	9,528

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Freeze HoldCo ApS for 2021 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to medium-sized reporting class C entities.

Effective from the financial year 2021, the Company has implemented amending act no. 1716 of 27 December 2018 to the Danish Financial Statements Act. The implementation of the amending act has not affected the Company's accounting policies on recognition and measurement of assets and liabilities but has solely entailed a requirement for further disclosures. The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Changes in accounting estimates

The Group has reassessed the expected useful life and amortization period of goodwill in order to meet the expected repayment horizon for the entities with the strongest market positions and long-term earnings profiles.

The assessment resulted in an extension of the amortization period from 10 to 15 years concerning the goodwill related to the plate freezing business. The reassessment of the amortization period reduces the annual amortization with DKK 9.9 million from 2021.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Consolidated financial statements

Control

The consolidated financial statements comprise the Parent Company and subsidiaries controlled by the Parent Company.

Control means a parent company's power to direct a subsidiary's financial and operating policy decisions. Besides the above power, the parent company should also be able to yield a return from its investment.

In assessing if the parent company controls an entity, de facto control is taken into consideration as well.

The existence of potential voting rights which may currently be exercised or converted into additional voting rights is considered when assessing if an entity can become empowered to direct another entity's financial and operating decisions.

Preparation of consolidated financial statements

The consolidated financial statements are prepared as a consolidation of the parent company's and the individual subsidiaries' financial statements, which are prepared according to the group's accounting policies. On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains on intra-group transactions are eliminated. Unrealised gains on transactions with associates are eliminated in proportion to the group's interest in the entity. Unrealised losses are eliminated in the same way as unrealised gains if they do not reflect impairment.

In the consolidated financial statements, the accounting items of subsidiaries are recognised in full. Non-controlling interests' share of the profit/loss for the year and of the equity of subsidiaries which are not wholly-owned are included in the group's profit/loss and equity, respectively, but are disclosed separately.

Acquisitions and disposals of non-controlling interests which are still controlled are recognised directly in equity as a transaction between shareholders.

Investments in associates and joint ventures are recognised in the consolidated financial statements using the equity method.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

The group's activities in joint operations are recognised on a line-by-line basis.

External business combinations

Recently acquired entities are recognised in the consolidated financial statements from the date of acquisition. Entities sold or otherwise disposed of are recognised up to the date of disposal. Comparative figures are not restated to reflect newly acquired entities. Discontinued operations are presented separately, see below.

The date of acquisition is the date when the group actually obtains control of the acquiree.

The acquisition method is applied to the acquisition of new entities of which the group obtains control. The acquirees' identifiable assets, liabilities and contingent liabilities are measured at fair value at the date of acquisition. Identifiable intangible assets are recognised if they are separable or arise from a contractual right. Deferred tax related to the revaluations is recognised.

Positive differences (goodwill) between, on the one hand, the consideration for the acquiree, the value of non-controlling interests in the acquired entity and the fair value of any previously acquired equity investments and, on the other hand, the fair value of the assets, liabilities and contingent liabilities acquired are recognised as goodwill under "Intangible assets". Goodwill is amortised on a straight-line basis in the income statement based on an individual assessment of the economic life of the asset.

Negative differences (negative goodwill) are recognised in the income statement at the date of acquisition.

Upon acquisition, goodwill is allocated to the cash-generating units, which subsequently form the basis for impairment testing. Goodwill and fair value adjustments in connection with the acquisition of a foreign entity with a functional currency different from the presentation currency used in the consolidated financial statements are accounted for as assets and liabilities belonging to the foreign entity and are, on initial recognition, translated into the foreign entity's functional currency using the exchange rate at the transaction date.

The consideration paid for an entity consists of the fair value of the agreed consideration in the form of assets transferred, liabilities assumed and equity instruments issued. If part of the consideration is contingent on future events or compliance with agreed terms, such part of the consideration is recognised at fair value at the date of acquisition. Subsequent adjustments of contingent considerations are recognised in the income statement.

Expenses incurred to acquire entities are recognised in the income statement in the year in which they are incurred.

Where, at the date of acquisition, the identification or measurement of acquired assets, liabilities or contingent liabilities or the determination of the consideration is associated with uncertainty, initial recognition will take place on the basis of provisional amounts. If it turns out subsequently that the identification or measurement of the consideration transferred, acquired assets, liabilities or contingent liabilities was incorrect on initial recognition, the statement will be adjusted retrospectively, including goodwill, until 12 months after the acquisition, and comparative figures will be restated. Hereafter, any adjustments are recognised as misstatements.

Gains or losses from disposal of subsidiaries which result in loss of control are calculated as the difference between, on the one hand, the fair value of the selling price less selling expenses and, on the other hand, the carrying amount of net assets.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Derivative financial instruments

On initial recognition, derivative financial instruments are recognised at cost in the balance sheet and are subsequently measured at fair value. Positive and negative fair values of derivative financial instruments are presented as separate items in the balance sheet.

Fair value adjustments of derivative financial instruments that do not qualify for hedge accounting are recognised in the income statement on an ongoing basis.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the sale of goods for resale and finished goods, is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

Income from construction contracts involving a high degree of customisation is recognised as revenue by reference to the stage of completion. Accordingly, revenue corresponds to the market value of the contract work performed during the year (percentage-of-completion method). This method is used where the total income and expenses and the degree of completion of the contract can be measured reliably.

Where income from a construction contract cannot be estimated reliably, contract revenue corresponding to the expenses incurred is recognised only in so far as it is probable that such expenses will be recoverable from the counterparty.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit/loss

The items revenue, cost of sales, other operating income and external expenses have been aggregated into one item in the income statement called gross profit/loss in accordance with section 32 of the Danish Financial Statements Act.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating 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 pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

The cost net of the expected residual value for completed development projects and acquired IP rights is amortised over the expected useful life. Acquired IP rights include patents, rights and licences.

The basis of amortisation/depreciation, which is calculated as cost less any residual value, is amortised/depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development projects	5 years
Technologies	10 years
Brands	10 years
Customer relationships	5 years
Goodwill	10-15 years
Land and buildings	10-40 years
Plant and machinery	5-10 years
Fixtures and fittings, other plant and equipment	5-10 years
Leasehold improvements	5-10 years

Profit/loss from investments in subsidiaries

A proportionate share of the underlying entities' profit/loss after tax is recognised in the income statement according to the equity method. Shares of profit/loss after tax in subsidiaries are presented as separate line items in the income statement. Full elimination of intra-group gains/losses is made for equity investments in subsidiaries.

The proportionate share of the individual subsidiaries' profit/loss after tax after full elimination of internal gains/losses are recognised in the Parent Company's income statement.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities and associates, realised and unrealised capital gains and losses relating to other securities and investments, exchange gains and losses and amortisation of financial assets and liabilities.

Tax

The parent company is covered by the Danish rules on mandatory joint taxation of the Group's Danish subsidiaries. Subsidiaries are included in the joint taxation arrangement from the date at which they are included in the consolidated financial statements and up to the date when they are no longer consolidated.

The parent company acts as management company for the joint taxation arrangement and consequently settles all corporate income tax payments with the tax authorities.

On payment of joint taxation contributions, the Danish corporate income tax charge is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use the tax losses to reduce their own taxable income.

Tax for the year, which comprises the current income tax charge, joint taxation contributions and deferred tax adjustments, including adjustments arising from changes in tax rates, 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.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Intangible assets

Intangible assets include goodwill, development projects, technologies, brands and customer relationships and are amortised over the expected economic life of the asset.

Goodwill is amortised on a straight-line basis over the amortisation period, which is between 10 and 15 years. The amortisation period is fixed on the basis of the expected repayment horizon and is longest for strategically acquired entities with strong market positions and long-term earnings profiles.

Intangible assets are measured at cost less accumulated amortisation and impairment losses.

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities areidentifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually 5 years.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

The cost of self constructed assets includes the cost of direct materials and labour, etc. directly used in the production process and a portion of the relating production overheads.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Leases

The Company has chosen IAS 17 as interpretation for classification and recognition of leases.

Leases that do not transfer substantially all the risks and rewards incident to the ownership to the Group are classified as operating leases. Payments relating to operating leases and any other rent agreements are recognised in the income statement over the term of the lease. The Group's aggregate liabilities relating to operating leases and other rent agreements are disclosed under "Contingent liabilities".

Investments in subsidiaries

Equity investments in subsidiaries and associates are measured according to the equity method. Equity investments in joint ventures are also measured according to the equity method in the consolidated financial statements.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

On initial recognition, equity investments in subsidiaries are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in subsidiaries measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in subsidiaries and associates is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

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

Indirect production overheads include the indirect cost of material and labour as well as maintenance and depreciation of production machinery, buildings and equipment and expenses relating to plant administration and management. Borrowing costs are not recognised in the sales price.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Construction contracts

Service supplies and contract work in progress for third parties are measured at the market value of the work performed less progress billings. The market value is calculated based on the stage of completion at the balance sheet date and the total expected income from the relevant contract. The stage of completion is calculated based on the expenses incurred relative to the expected total expenses relating to the relevant contract.

Where the outcome of contract work in progress cannot be estimated reliably, the market value is measured at the expenses incurred in so far as they are expected to be paid by the purchaser.

Where the total expenses relating to the work in progress are expected to exceed the total market value, the expected loss is recognised as a loss-making agreement under "Provisions" and is expensed in the income statement.

The value of work in progress less progress billings is classified as assets when the selling price exceeds progress billings and as liabilities when progress billings exceed the market value.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Provisions

Provisions comprise anticipated expenses relating to warranty commitments, onerous contracts, restructurings, etc. Provisions are recognised when the Company has a legal or constructive obligation at the balance sheet date as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provisions are measured at net realisable value or at fair value if the obligation is expected to be settled far into the future.

Warranty commitments include expenses for remedial action in respect of the contract work within the warranty period of 1-2 years. Provisions for warranty commitments are measured at net realisable value and recognised based on past experience.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

As management company for all the entities in the joint taxation arrangement, the parent company is liable for payment of the subsidiaries' income taxes vis à vis the tax authorities as the subsidiaries pay their joint taxation contributions. Joint taxation contributions payable or receivable are recognised in the balance sheet as income tax receivables or payables.

Liabilities

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

Other liabilities are measured at net realisable value.

Lease liabilities

Lease liabilities are measured at the net present value of the remaining lease payments including any guaranteed residual value based on the interest rate implicit in the lease.

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

Cash flow statement

The cash flow statement shows the Company's net cash flows broken down according to operating, investing and financing activities, the year's changes in cash and cash equivalents as well as the cash and cash equivalents at the beginning and the end of the year.

Cash flows from operating activities are calculated as the profit/loss for the year adjusted for non cash operating items, changes in working capital and paid corporate income tax.

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of entities and activities and of intangible assets, property, plant and equipment and investments.

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related expenses as well as raising of loans, repayment of interest bearing debt and payment of dividends to shareholders.

Cash and cash equivalents comprise cash, short term bank loans and short term securities which are readily convertible into cash and which are subject only to insignificant risks of changes in value.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Financial ratios

The financial ratios stated under "Financial highlights" have been calculated as follows:

Operating profit/loss	Profit/loss before financial items adjusted for other operating income and other operating expenses
Return on assets	$\frac{\text{Profit/loss from operating activites x 100}}{\text{Average assets}}$
Equity ratio	$\frac{\text{Equity excl. non-controlling interests, year-end x 100}}{\text{Total equity and liabilities, year-end}}$
Return on equity	$\frac{\text{Profit/loss for the year after tax ex. non-controlling interests x 100}}{\text{Average equity excl. non-controlling interests}}$

2 Special items

Special items comprise significant income and expenses of a special nature relative to the Group's operating activities. Special items also comprise significant one-off items that, in Management's opinion, do not form part of the Group's operating activities.

	Group		Parent company	
DKK'000	**2021**	**2020**	**2021**	**2020**
Expenses				
Acquisition costs	9,830	0	0	0
Integration costs	13,933	0	0	0
	23,763	0	0	0
Special items are recognised in the below items of the financial statements				
Staff costs	9,224	0	0	0
Other external costs	14,539	0	0	0
Net profit on special items	23,763	0	0	0

3 Staff costs

Wages/salaries	106,974	66,146	0	0
Pensions	6,674	4,493	0	0
Other social security costs	1,801	991	0	0
	115,449	71,630	0	0
Average number of full-time employees	206	124	0	0

Group

Total remuneration to Group Management: DKK 3,253 thousand (2020: DKK 3,128 thousand).

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

		Group		Parent company	
	DKK'000	2021	2020	2021	2020
4	**Financial income**				
	Interest receivable, group entities	0	0	328	28
	Other financial income	642	280	5	0
		642	280	333	28
5	**Tax for the year**				
	Estimated tax charge for the year	4,526	0	0	0
	Deferred tax adjustments in the year	-4,822	676	14	-4
	Tax adjustments, prior years	2,003	-225	0	0
	Refund in joint taxation	-4,165	0	0	0
		-2,458	451	14	-4

6 **Intangible assets**

	Group						
DKK'000	Completed development projects	Technolo-gies	Brands	Customer relationships	Goodwill	Developmen t projects in progress	Total
Cost at 1 January 2021	745	122,600	9,000	9,600	246,316	758	389,019
Additions through business combinations	280	38,700	16,800	79,800	159,631	1,631	296,842
Additions	7,217	1,015	0	0	0	4,231	12,463
Transferred	2,095	0	0	0	0	-2,095	0
Cost at 31 December 2021	10,337	162,315	25,800	89,400	405,947	4,525	698,324
Impairment losses and amortisation at 1 January 2021	31	43,348	3,225	6,533	87,052	0	140,189
Amortisation for the year	541	14,518	1,880	11,230	21,035	0	49,204
Impairment losses and amortisation at 31 December 2021	572	57,866	5,105	17,763	108,087	0	189,393
Carrying amount at 31 December 2021	9,765	104,449	20,695	71,637	297,860	4,525	508,931

Completed development projects

Completed development projects include the Group’s development of new freezer functions and features with a carrying amount of DKK 9,765 thousand. The solutions is already being delivered to the first customers. Management has assessed that there are no indications of impairment in relation to the carrying amount.

Development projects in progress

Development projects in progress include the Group’s development of a new freezer functions and features with a carrying amount of DKK 4,525 thousand.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

7 Property, plant and equipment

	Group				
DKK'000	**Land and buildings**	**Fixtures and fittings, other plant and equipment**	**Leasehold improvements**	**Property, plant and equipment under construction**	**Total**
Cost at 1 January 2021	24,300	29,912	2,561	965	57,738
Foreign exchange adjustments	0	-4	0	0	-4
Additions on corporate acquisition	12,701	18,640	6,243	0	37,584
Additions	72	6,014	774	9,510	16,370
Disposals	0	-1,735	0	0	-1,735
Cost at 31 December 2021	37,073	52,827	9,578	10,475	109,953
Impairment losses and depreciation at 1 January 2021	11,782	23,028	615	0	35,425
Depreciation	921	6,216	1,294	0	8,431
Reversal of accumulated depreciation of assets disposed	0	-1,421	0	0	-1,421
Impairment losses and depreciation at 31 December 2021	12,703	27,823	1,909	0	42,435
Carrying amount at 31 December 2021	24,370	25,004	7,669	10,475	67,518
Property, plant and equipment include finance leases with a carrying amount totalling	0	844	0	0	844

8 Investments

	Parent company
DKK'000	**Investments in group entities**
Cost at 1 January 2021	179,962
Additions	122,000
Cost at 31 December 2021	301,962
Value adjustments at 1 January 2021	-76,360
Foreign exchange adjustments	-137
Profit/loss for the year	-51,030
Value adjustments at 31 December 2021	-127,527
Carrying amount at 31 December 2021	174,435

Parent company

Name	**Domicile**	**Interest**
Subsidiaries		
Freeze BidCo ApS	Dybvad	100.00%

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

		Group		Parent company	
	DKK'000	**2021**	**2020**	**2021**	**2020**
9	**Construction contracts**				
	Selling price of work performed	358,117	117,568	0	0
	Progress billings	-293,034	-101,969	0	0
		65,083	15,599	0	0
	recognised as follows:				
	Construction contracts (assets)	86,315	18,017	0	0
	Construction contracts (liabilities)	-21,232	-2,418	0	0
		65,083	15,599	0	0

10 **Prepayments**

Group

Prepayments include accrual of expenses relating to subsequent financial years, including insurance policies, subscriptions and trade fair costs, etc.

		Parent company	
	DKK'000	**2021**	**2020**
11	**Share capital**		
	Analysis of the share capital:		
	10,600,787 A shares of DKK 1.00 nominal value each	10,601	7,366
	22,224,420 B shares of DKK 1.00 nominal value each	22,224	15,156
		32,825	22,522

No shares are subject to special rights.

Analysis of changes in the share capital over the past 5 years:

DKK'000	**2021**	**2020**	**2019**	**2018**	**2017**
Opening balance	22,521	22,485	22,364	22,119	22,119
Capital increase	10,304	36	121	245	0
	32,825	22,521	22,485	22,364	22,119

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

	Group		Parent company	
DKK'000	**2021**	**2020**	**2021**	**2020**
12 Deferred tax				
Deferred tax at 1 January	27,901	27,225	-4	0
Deferred tax adjustments during the year	-4,115	676	4	-4
Additions from acquisition of business	44,206	0	0	0
Deferred tax at 31 December	67,992	27,901	0	-4
Deferred tax relates to:				
Intangible assets	48,519	19,705	0	0
Property, plant and equipment	1,866	1,048	0	0
Receivables	29,962	13,231	0	0
Provisions	-332	-308	0	0
Liabilities	-3,355	-693	0	0
Tax loss	-8,668	-5,082	0	-4
	67,992	27,901	0	-4

13 Non-current liabilities other than provisions

	Group			
DKK'000	**Total debt at 31/12 2021**	**Repayment, next year**	**Long-term portion**	**Outstanding debt after 5 years**
Mortgage debt	2,725	388	2,337	796
Bank debt	348,835	31,500	317,335	0
Lease liabilities	4,174	1,142	3,032	0
Other payables	26,324	0	26,324	3,424
	382,058	33,030	349,028	4,220

Other payables contains the "frozen" provision for holiday payment due to new national legislation and a payable earn out of DKK 22,900 thousand from acquisitions in 2021. The earn out is expected to be paid out in 2023.

14 Other provisions

The provisions are expected to be payable in:

	Group		Parent company	
DKK'000	**2021**	**2020**	**2021**	**2020**
0-1 year	1,788	800	0	0
> 1 year	233	598	0	0
	2,021	1,398	0	0

Other provisions include liabilities relating to common warranties of delivered plant. The warranty period is usually up to 2 years.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

15 Derivative financial instruments

Group

Forecast transactions

The Group uses forward exchange contracts to hedge expected currency risks relating to the sale of goods in the coming year.

		Contractual value		Gains and losses recognised in equity	
DKK'000	**Period**	**2021**	**2020**	**2021**	**2020**
Forward exchange contracts (USD)	3-8 months	0	0	0	742

16 Contractual obligations and contingencies, etc.

Other contingent liabilities

Group

The Company has through credit institutions provided guarantees of DKK 25,615 thousand as well as ordinary warranty for work done.

Other financial obligations

Group

Rent and lease liabilities include a rent obligation and liabilities under operating leases for cars and ITequipment, totalling DKK 13,816 thousand, with remaining contract terms of 1-6 years.

Parent company

As management company, the Company is jointly taxed with other Danish group entities. The Company is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

17 Collateral

Group

Land and buildings at a carrying amount of DKK 11,807 thousand at 31 December 2021 have been put up as security for debt to mortgage credit institutions, totalling DKK 2,725 thousand.

As security for bank debt, the Company has issued owner's mortgages of DKK 4,000 thousand, providing security on land and buildings.

The Group has provided a company charge of DKK 5,500 thousand to credit institutions. As at 31. december 2021, the company charge comprises goodwill, tangible assets, inventories and receivables with a carrying amount of approx. DKK 60,000 thousand.

Parent company

Shares of a nominal amount of DKK 20,000 thousand in Freeze BidCo ApS, at a carrying amount of DKK 172,049 thousand at 31 December 2021, have been put up as security for the Group's engagements with SEB AB.

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

18 Related parties

Freeze HoldCo ApS' related parties comprise the following:

Significant influence

Related party	Domicile	Basis for significant influence
Procuritas Capital Investors VI AB	Stockholm, Sweden	Participating interest

Transactions with related parties

The Parent company has carried out the following related party transactions in the financial year:

Related party	Amount DKK'000	Description of transaction
Freeze BidCo ApS	308	Interest receivable
Freeze BidCo ApS	6,340	Intercompany receivable
DSI Dantech A/S	20	Interest receivable
DSI Dantech A/S	4,309	Intercompany receivable

		Parent company	
	DKK'000	2021	2020
19	**Appropriation of profit/loss**		
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-50,976	-25,625
		-50,976	-25,625

Consolidated financial statements and parent company financial statements 1 January - 31 December

Notes to the financial statements

		Group	
	DKK'000	**2021**	**2020**
20	**Adjustments**		
	Amortisation/depreciation and impairment losses	56,325	42,927
	Gain/loss on the sale of non-current assets	-451	0
	Provisions	-2,357	-1,542
	Financial expenses	992	891
	Financial liabilities	-9,157	952
	Tax for the year	-2,458	451
		42,894	43,679
21	**Changes in working capital**		
	Change in inventories	-3,729	858
	Change in receivables	-121,195	-2,951
	Change in trade and other payables	95,951	-6,866
		-28,973	-8,959
22	**Acquisition of enterprises and activities**		
	Intangible assets	138,328	0
	Property, plant and equipment	37,584	0
	Inventories	17,327	0
	Receivables	1,731	0
	Cash	58,059	0
	Mortgage credit loans	-5,121	0
	Provisions	-2,980	0
	Deferred tax	-44,206	0
	Trade payables	-23,301	0
	Other payables	19,387	0
		196,808	0
	Goodwill	158,514	0
	Cost of acquisition paid in cash	355,322	0
23	**Cash and cash equivalents at year-end**		
	Cash according to the balance sheet	16,210	9,528
	Short-term debt to banks	-19,282	0
		-3,072	9,528

The signatures in this document are legally binding. The document is signed using Penneo™ secure digital signature. The identity of the signers has been recorded, and are listed below.

"By my signature I confirm all dates and content in this document."

Lars Priess
Direktion
On behalf of: Freeze HoldCo ApS
Serial number: PID:9208-2002-2-785322482169
IP: 213.237.xxx.xxx
2022-06-27 13:56:12 UTC

Lars Priess
Dirigent
On behalf of: Freeze HoldCo ApS
Serial number: PID:9208-2002-2-785322482169
IP: 213.237.xxx.xxx
2022-06-27 13:56:12 UTC

Klaus Beyer Nielsen
Bestyrelse
On behalf of: Freeze HoldCo ApS
Serial number: 19591101xxxx
IP: 212.98.xxx.xxx
2022-06-27 13:58:09 UTC

OSKAR LINDHOLM-WU
Bestyrelse
On behalf of: Freeze HoldCo ApS
Serial number: 19820217xxxx
IP: 98.128.xxx.xxx
2022-06-27 21:33:56 UTC

Niels Lykke Graugaard
Bestyrelse
On behalf of: Freeze HoldCo ApS
Serial number: b0d60ac4-72c1-4331-a701-03317fefd9f6
IP: 2.106.xxx.xxx
2022-06-28 06:50:33 UTC

Ib Sand Nykjær
Bestyrelse
On behalf of: Freeze HoldCo ApS
Serial number: 681787d1-79cb-4ada-963d-6c33d758805a
IP: 80.208.xxx.xxx
2022-06-28 08:15:34 UTC

Andreas Steinacher
Bestyrelse
On behalf of: Freeze HoldCo ApS
Serial number: 19900117xxxx
IP: 217.213.xxx.xxx
2022-06-29 08:47:50 UTC

Søren V. Nejmann
Statsautoriseret revisor
On behalf of: EY Godkendt Revisionspartnerselskab
Serial number: CVR:30700228-RID:65558931
IP: 145.62.xxx.xxx
2022-06-29 08:58:31 UTC

"By my signature I confirm all dates and content in this document."

Thomas Kallehauge
Statsautoriseret revisor
On behalf of: EY Godkendt Revisionspartnerselskab
Serial number: CVR:30700228-RID:16566788
IP: 145.62.xxx.xxx
2022-06-29 10:14:02 UTC

NEM ID