DELIVERING THE DIFFERENCE

AX V Nissens II ApS

Ormhøjgårdvej 9, 8700 Horsens

CVR no. 38 64 74 58

Annual report

1 May 2022 – 30 April 2023

The Annual Report was presented and
approved at the Annual General Meeting
of the company on 29 September 2023

Niels Jacobsen
Chairman

Contents

Statement by Management on the Annual Report

Today, the Board of Directors and the Executive Board have discussed and approved the Annual Report of AX V Nissens II Aps for the financial year 2022/2023 covering the period 1 May 2022 to 30 April 2023.

The Annual Report has been prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements in the Danish Financial Statements Act.

It is our opinion that the consolidated financial statements and the parent company financial statements give a true and fair view of the Group's and the Parent Company's financial position on 30 April 2023 and of the results of the Group's and the Parent Company's operations and cash flows for the financial year 1 May 2022 – 30 April 2023

In our opinion, the Management's review includes a fair review of the development in the Group's and the Parent Company's operations and financial conditions, the results for the year, cash flow and financial position as well as a description of the significant risks and uncertainty factors that the Parent Company and the Group face.

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

Horsens, 29 September 2023
Executive Board:

Jesper Frydensberg Rasmussen
CEO

Board of Directors:

Niels Jacobsen Chairman	Lars Cordt Vice Chairman	Alan Nissen Vice Chairman
Povl Christian Lütken Frigast	Søren Klarskov Vilby	

Independent auditor's report

To the shareholders of AX V Nissens II ApS

Opinion

We have audited the consolidated financial statements and the parent company financial statements of AX V Nissens II ApS for the financial year 1 May 2022 – 30 April 2023, which comprise income statement, statement of comprehensive income, balance sheet, statement of changes in equity, cash flow statement and notes, including accounting policies, for the Group and the Parent Company. The consolidated financial statements and the parent company financial statements are prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of 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 30 April 2023 and of the results of the Group's and the Parent Company's operations and cash flows for the financial year 1 May 2022 – 30 April 2023 in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements of the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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" (hereinafter 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' 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.

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.

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.

Independent auditor's report

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 International Financial Reporting Standards as adopted by the EU and additional requirements of 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 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 additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- 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.

Independent auditor's report

- 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.

Odense, 29 September 2023
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Søren Smedegaard Hvid State Authorised Public Accountant mne31450	Henrik Carstensen State Authorised Public Accountant mne47765

Management's review

Company details

Name	AX V Nissens II ApS
Address, postal code, city	Ormhøjgårdvej 9, 8700 Horsens, Denmark
CVR.no	38 64 74 58
Registered office	Horsens
Financial year	1 May – 30 April
1. financial year	17 May 2017 – 30 April 2018
Board of Directors	Niels Jacobsen / Chairman Lars Cordt / Vice Chairman Alan Nissen / Vice Chairman Povl Christian Lütken Frigast Søren Klarskov Vilby
Executive board	Jesper Frydensberg Rasmussen
Parent company	AX V Nissens III ApS, cvr.no. 38 64 73 50
Auditors	EY Godkendt Revisionspartnerselskab
Bankers	Nordea Danmark, filial af Nordea Bank AB (publ) Sverige Nykredit A/S
Annual shareholders meeting	The Annual Shareholders meeting on 29 September 2023, at Ormhøjgårdvej 9, 8700 Horsens

Management's review

Financial highlights for the Group

In DKK millions, except for per share data	1 May 2022 – 30 April 2023****	1 May 2021 – 30 April 2022****	1 May 2020 – 30 April 2021****	1 May 2019 – 30 April 2020	1 May 2018 – 30 April 2019*
Key figures					(10 months)
Revenue	1,730.4	1,584.3	1,124.0	1,943.6	1,982.8
EBITDA before special items	135.2	174.4	154.7	198.5	234.4
Operating profit before special items	44.7	91.4	87.5	73.6	127.1
Operating profit after special items	36.3	68.0	111.4	73.6	124.9
Net finance costs	-15.9	-102.6	-114.7	-118.0	-114.7
Result before tax	20.3	-34.6	-3.2	-44.4	9.1
Result for the year	18.6	-47.4	-18.4	-53.7	-15.1
Discontinued operations****	0	196.8	53.3		
Non-current assets	1,091.8	1,127.1	1,989.9	1,990.0	1,956.4
Current assets	1,005.4	1,008.9	1,509.1	1,218.9	1,207.1
Total assets	2,097.2	2,136.0	3,499.0	3,208.9	3,163.5
Equity	1,084.1	1,068.5	901.7	872.6	925.9
Non-current liabilities	455.5	468.5	1,883.2	1,820.4	1,701.2
Current liabilities	557.6	599.0	714.1	516.0	536.4
Cash flows from operating activities	30.0	56.5	155.6	155.7	178.0
Cash flow from investing activities	-26.2	1,152.7	-91.4	-68.0	-28.3
Cash flow from investments in fixed assets	-21.4	-38.5	-43.2	-48.2	-24.9
Cash flows from financing activities	-44.4	-1,417.1	-99.1	-72.7	-4.8
Total cash flows	-40.5	-207.8	-35.0	15.0	144.9
Financial ratios					
Annual sales growth	9.2%	41.0%	25.5%	-2.0%	18.3%***
EBITDA before special items margin	7.8%	11.0%	13.8%	10.2%	11.8%
Operating margin before special items	2.6%	5.8%	7.8%	3.8%	6.4%
Operating margin after special items	2.1%	4.3%	9.9%	3.8%	6.2%
Current ratio	180.3%	168.5%	211.3%	236.%	225.0%
Equity ratio	51.7%	50.0%	25.8%	27.2%	29.3%
Return on equity	1.7%	-4.8%	-2.0%	-6.1%	-1.7%
Earnings per share (in DKK)	0.2	-0.5	0.2	-0.5	-0.1
Dividend distributed per share (in DKK)	0	0.0	0.0	0.0	0.0
Average number of full-time employees	551	552	490	1,367	1,365

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios, "Recommendations and Financial Ratios".

*On 1 May 2019 IFRS 16 'Leases' was adopted. The comparative figures have not been restated, as IFRS 16 was implemented applying the modified retrospective method.

**On May 2018 IFRS 9 and IFRS 15 were adopted. The comparative figures have not been restated.

***As revenue for prior period is only for 10 months the annual sales growth is calculated on the basis of the revenue for the full year in K. Nissen International A/S which is comparable to the revenue for the full year in AX V Nissens ApS.

**** NCS has been classified as discontinuing operations in FY2021/22 and FY2020/21 has been restated

Definition of Financial ratios

Annual sales growth	*Revenue current period – Revenue prior period / Revenue prior period*
EBITDA before special items* margin:	*EBITDA before special items margin / Revenue *100*
Operating margin before special items*:	*Operating margin before special items / Revenue *100*
Operating margin after special items*:	*Operating margin after special items / Revenue *100*
Current ratio:	*Current assets / Current liabilities*100*
Equity ratio:	*Equity / Total assets * 100*
Return on equity:	*Net profit/loss for the year / Average equity in the year* 100 (Opening equity is based on equity after total contribution)*
Earnings per share (in DKK):	*Net profit/loss for the year / Average number of shares*
Dividend distributed per share (in DKK):	*Dividend / Number of share at distribution*

*See note 8

Management's review

Business review

Nissens develops, manufactures and markets products within the area of engine cooling, climate systems and engine efficiency for the international automotive aftermarket. Nissens is considered a market-leading brand in the automotive aftermarket for thermal and engine efficiency solutions. Nissens is known for a strong brand, a wide product range, consistently high service levels and good product quality.

Historically, Nissens consisted of two business units: The Nissens Automotive division, selling to wholesalers and distributors in the automotive aftermarket, and the Nissens Cooling Solutions division, covering development and sales to two sub-segments; the wind energy industry and the industrial sub-segment, targeting respectively global wind turbine OEMs and global heavy-duty equipment OEMs.

As of 30 November 2021, the Nissens Cooling Solution division was divested to A.P Møller Holding A/S.

Nissens is headquartered in Horsens, Denmark, with most of the production being undertaken at the production facility in Slovakia and special production at the facilities in Denmark. Nissens consists of 27 subsidiaries across three continents with activities within sales, production and distribution. As of 30 April 2023, Nissens employs 544 FTEs, of which 187 are located in Slovakia, 167 are located in Denmark, 35 are located in China and 139 are employed in other countries.

Nissens was established in 1921 by Mr. Julius Nissen and opened its first international offices in Finland and Sweden in 1977. In 2005, the Nissens Group established its first international factory in Slovakia, and another factory was established in 2010 in Tianjin, China. Since 2013, the Nissens Group has gradually expanded its manufacturing facilities across Slovakia, China, USA and the Czech Republic. Production facilities in Tianjin and Czech Republic were a part of the Nissens Cooling Solutions division.

In June 2017, AX V Nissens ApS acquired the entire share capital of K. Nissen International A/S from Advanced Cooling A/S.

In December 2020 and February 2021, the division holding company NA International A/S acquired four European companies of the AVA group from Enterex to further strengthen the market presence of the Automotive business unit.

In November 2021, NCS International A/S (the Nissens Cooling Solutions division) was divested to NCS International Holding ApS - a subsidiary under A.P. Møller Holding A/S.

After the divestment of NCS International A/S, Nissens was refinanced, involving a settlement of the 130mEUR bond loan. Subsequently, AX V Nissens ApS was delisted from the NASDAQ Copenhagen stock exchange.

Key activities

Nissens is specialized in the production and supply of products within engine cooling, climate systems and engine efficiency. As an automotive aftermarket leading company of most essential thermal system components, Nissens has a broad product portfolio coverage covering above 95% of the European car park including, inter alia, radiators, condensers, compressors, intercoolers, turbos and EGR valves. The product range covers products from the common to the more special parts of the European, Asian and American vehicle aftermarkets.

Management's review

Business review (continued)

After the acquisition of the AVA Group, Nissens is marketed under the Nissens, AVA and Highway brands.

Products

Nissens offers products within three existing categories: climate cooling, engine cooling and efficiency & emissions. Condensers, compressors, blowers, receiver dryers, evaporators, heaters, expansion valves, pressure sensors and fans are products offered within the climate category; radiators, oil coolers, fan clutches, water pumps, expansion tanks, temperature sensors and fans are products offered within the engine cooling product category. The efficiency & emissions category covers products such as turbos, EGR valves, oil feed pipes and intercoolers.

Research & development

Research & Development (R&D) is essential in order to ensure future development and growth, and therefore Nissens continues to spend considerable resources in R&D activities. The R&D activities and the test facilities drive a range of product applications for future launches and will support the ongoing product development activities.

Knowledge resources

Nissens wishes for all employees to be able to live up to the constantly changing demands relating to the working processes. Therefore, Nissens attaches great importance to the training and education of the employees for each of them to be able to deliver high performance as well as flawless products and services. The training takes place as both internal and external courses, and with this approach, a profound know-how of the processes related to the processing of aluminium and the development of applications for thermal solutions is gained.

Account of the gender composition of Management

Nissens has a policy for diversity and equality. The Supervisory Board is thus monitoring the gender and cultural mix across management levels.

It is Nissens' policy that regardless of gender, race, and religion, all employees must be treated equally to ensure that everyone has equal opportunities for employment.

The Board of Directors consists of five members, of which five are male, and zero are female. It is the target that at least one woman is represented in the Board of Directors by 2024. This target for female representation has not been achieved in 2022/23. The target has not been reached in 2022/2023 as there has not been any business reasons for changes to the current the Board of Directors. It is, however, still the target that at least one woman is represented in the Board of Directors by 2024.

Nissens wants to increase the representation of women in the group management team supporting the CEO and therefore strives to have at least one of each gender among the final candidates in search processes. The share of women in the group management team supporting the CEO is 20%. Measures are only made at group level as the number of employees in the parent is below 50.

Management's review

Financial review

AX V Nissens II ApS

The Parent Company was established on 17 May 2017, with the purpose of acquiring the shares in K. Nissen International A/S. This transaction was conducted on 30 June 2017 from which date K. Nissen International A/S became a 100% owned subsidiary of the company.

The consolidated financial statements for the continued operation for the financial year 1 May 2022 – 30 April 2023 show EBITDA before special items of 135.2 mDKK (2021/2022: 174.5 mDKK), operating profit after special items of 36.3 mDKK (2021/2022: 68.0 mDKK) and net profit before tax of 20.3 mDKK (2021/2022: -34.6 mDKK).

Nissens has faced fierce challenges during 2022/23 with the war in Ukraine, additional COVID-19 lockdowns and restrictions in China, major supply chain disruptions, and high inflation. By extraordinary efforts and by taking measures to maintain a high delivery performance during the period, Nissens grew revenue attributable to volume growth in the main markets as well as price increases implemented to compensate for high-cost inflation.

Nissens suspended all business activities in Russia and Belarus in February 2022, and although the invasion of Ukraine led to short-term market decline, Nissens continued the activities in Ukraine and remained present in the market. Nissens is therefore satisfied with the fact that 2022/23 became the best year for Nissens in Ukraine.

The significant political and economic turmoil caused by the war in Ukraine, turbulence in global supply chain and rapidly increasing cost levels on products, freight and energy have had an unfavourable impact on Nissens' result. Despite the fact that Nissens delivered revenue growth, and although Nissens raised sales prices to customers by passing on part of the cost increases, this did not fully compensate for the increased operating costs. In addition, the closing of activities in Russia and Belarus has had a negative impact on earnings. The dramatic increase in freight rates and consequences of the war in Ukraine have had a combined unfavourable impact of more than 75 mDKK. As a result of the unfavourable and extraordinary market conditions EBITDA before special items was reduced by 22% to 135.2 mDKK.

The consolidated balance sheet for the continued operations includes intangible assets of 852 mDKK (2021/2022: 892 mDKK) of which 836 mDKK (2021/2022: 876 mDKK) relates to intangible assets from the acquisition of K. Nissen International A/S. Amortisation of intangible assets related to the acquisition of K. Nissen International has had a negative impact on the income statement of 39 mDKK (2021/2022: 56 mDKK). By the time of the acquisition in July 2017, the goodwill of 937 MDKK was allocated with 61% to the Automotive business unit and 39% to the Cooling Solutions business unit. The goodwill allocated to the Cooling Solutions business unit, 365 MDKK, has been expensed as a part of discontinued operation, cf. note 12.

With an equity of 1,084 mDKK (2021/2022: 1,068 mDKK), the Group has an equity ratio of 51.7% (2021/2022: 50.0%). The cash flow statement shows a negative cash flow of 41 mDKK (2021/2022: 208 mDKK) for the year. The cash flow is negatively impacted by high Net Working Capital from increased transportation costs and rising energy and cost prices.

Cash flow from operations amounts to 30 mDKK (2021/2022: 56 mDKK). The reduction is driven by discontinued operations in Russia and Belarus, supply chain disruptions, unfavourable currency development and increased cost prices.

The cash balance at the end of the year is negative 35 mDKK (2021/2022: 6 mDKK) and with an unused credit facility of 75 mDKK, the company considers the current credit facilities sufficient.

Management's review

Financial review (continued)

The circumstances with extraordinary costs are being remedied, and we see progress in development of new markets. Thus, Nissens has a positive view of the development of the financial results.

Given the supply chain disruptions and market conditions, the Management considers the results as satisfactory.

AX V Nissens II ApS (Parent)

The financial statement for the Parent Company shows a result before tax of -149 mDKK.

As of 30 April 2023, Nissens had "Investments in subsidiaries and associates" of 1,281 mDKK (2021/2022: 1,231 mDKK).

With an equity of 1,294 mDKK (2021/2022: 1,294 mDKK), the Parent has an equity ratio of 100.0% (2021/2022: 99.9%).

Outlook

In fiscal year 2023/2024, the Group expects net sales on par with fiscal year 2022/2023 and EBITDA above 200 mDKK driven by execution of strategic initiatives as well as more stable and favourable market conditions.

Events after the reporting period

After the balance sheet date, no events have occurred that may have significant influence on the assessment of the financial statements for the year 1 May 2022 – 30 April 2023.

Corporate Social Responsibility

Business model & Nissens' approach to sustainability

Being a global production company, Nissens believes that it is responsible for contributing to limiting its environmental and climate footprint, just as it is Nissens' obligation to secure good conditions for the health and safety of its employees.

In 2018/2019, Nissens has enhanced its commitment to corporate social responsibility and sustainability by joining the UN Global Compact as a member. The COP report from Nissens can be found on the company's website www.nissens.com.

Corporate Social Responsibility Report

Pursuant with section 99a of the Danish Financial Statements Act, Nissens Corporate Social Responsibility Report can be found on the company's website: https://nissens.com/Admin/Public/DWSDownload.aspx?File=%2fFiles%2fFiles%2fCSR%2f2022-23+Annual+Report+CSR+section+AX+V+III+Nissens+ApS.pdf

Data ethics

Pursuant with section 99d of the Danish Financial Statements Act, the Nissens Group reports the following.

Nissens has remained the focus on improving data security, compliances and best practices related to soliciting, processing, storing and deleting both personal data and non-personal data. This includes that Nissens has entered into data processing agreements with all external parties (where relevant), completed training for all employees in relation to data handling as well as safeguarding all IT systems that store data - both personal and non-personal. No formal data ethics policy has been adopted yet due to the strong existing data governance, but Nissens will establish a formal data ethics policy accompanying governance measures during the fiscal year 2023/2024.

Special risks

Market risks

Customer and market-related risks are assessed as limited, considering the large spread of both customers and markets.

Nissens is reliant on effective international trade relations between nations. Thus, geopolitical tensions, high energy prices, inflation and increasing interest rates are expected to negatively impact market economy. The impact of Russia's invasion of Ukraine, and Nissens' end of all business relations with both Russia and Belarus immediately after the start of the war, has added complexity to the region's market risk.

Besides the above, Nissens has no specific risks besides what is common to the industry.

Currency risks

The majority of Nissens' activities implies currency risks in connection with the purchase and sale of goods and services in foreign currencies. These currency risks are monitored and covered within the limitations of the financial policy approved by the Board of Directors.

Credit risks

Nissens' activities imply a credit risk in connection with sales to customers in a number of countries throughout the world. Nissens takes measures to cover these outstanding debts in the best possible way, for instance by taking out credit insurances.

Material prices and freight-related risks

Both material prices and freight rates from Asia to Europe have been subject to steep price increases during the financial year, as the global economy started to recover from the COVID-19 pandemic.

COVID-19 risks

The ability to source enough raw materials has been challenged by the high level of pressure on the supply chain in general and the effects (and after-effects) of COVID-19.

In 2022/23, Nissens has managed to ensure a continuous supply of products and materials to the production, and the established sourcing and supply chain setups have demonstrated capability and flexibility. The objective is to maintain the positive developments with strategic partners to ensure stability and the ability to secure sufficient products that meet Nissens' product requirements and quality standards.

Consolidated financial statements

Income statement

For the year 1 May - 30 April

Note	DKK'000	2022/2023	2021/2022
3	Revenue	1,730,427	1,584,274
	Cost of raw materials and consumables	-1,133,069	-993,654
	Development costs and own manufactured assets	0	2,260
4	Other operating income	8,877	10,369
	Other external costs	-265,602	-224,206
5	Staff costs	-205,462	-204,656
	EBITDA before special items	**135,171**	**174,387**
7	Depreciation and amortisation	-90,423	-82,957
	Operating profit before special items	**44,748**	**91,430**
8	Special items	-8,496	-23,445
	Operating profit after special items	**36,252**	**67,985**
10	Finance income	2,197	5,119
10	Finance expenses	-18,104	-107,745
	Result before tax	**20,345**	**-34,641**
11	Tax	-1,748	-12,737
	Result of continuing operations	**18,597**	**-47,378**
	Discontinued operations		
12	Profit/(loss) after tax for the year from discontinued operations	0	196,773
	Profit for the year	**18,597**	**149,395**
	Attributed to:		
	Equity holders of AX V Nissens II ApS	18,597	149,395
		18,597	**149,395**

Consolidated financial statements

Statement of other comprehensive income

For the year 1 May - 30 April

Note	DKK'000	2022/2023	2021/2022
	Result for the year	**18,597**	**149,395**
	Other comprehensive income		
	Other comprehensive income to be reclassified to profit or loss in subsequent periods:		
	Exchange differences on translation of foreign operations	-3,015	16,252
	Unrealized change in fair value on interest rate swap	0	2
	Value adjustment transferred to financial costs	0	1,356
		-3,015	17,610
11	Income tax effect	0	-299
	Other comprehensive income/(loss) for the year, net of tax	**-3,015**	**17,311**
	Total comprehensive income/(loss)	**15,582**	**166,706**
	Attributed to:		
	Equity holders of AX V Nissens II ApS	15,582	166,706
		15,582	**166,706**

Consolidated financial statements

Balance sheet

Note	DKK'000	30 April 2023	30 April 2022
	ASSETS		
	Non-current assets		
13	Intangible assets	852,023	892,048
15, 16	Property, plant and equipment	222,252	221,763
18	Other financial assets	2,422	2,177
11	Deferred tax assets	11,302	7,747
	Deposits	3,779	3,317
	Total non-current assets	**1,091,778**	**1,127,052**
	Current assets		
19	Inventory	604,812	556,418
20	Trade and other receivables	323,034	314,358
	Receivables from shareholder companies	851	473
	Cash and cash equivalents	65,962	136,144
11	Income tax receivable	10,748	1,530
	Total current assets	**1,005,407**	**1,008,923**
	TOTAL ASSETS	**2,097,185**	**2,135,975**
	EQUITY AND LIABILITIES		
	Equity		
22	Share capital	1,023	1,023
	Foreign currency translation reserve	11,101	14,116
	Retained earnings	1,071,926	1,053,327
	Total equity	**1,084,050**	**1,068,466**
	Non-current liabilities		
24	Borrowings	308,410	306,376
16	Lease liabilities	63,913	68,402
11	Deferred tax liabilities	72,497	83,116
23	Provisions	2,000	2,000
25	Other payables	8,719	8,657
	Total non-current liabilities	**455,539**	**468,551**
	Current liabilities		
21	Contract liabilities	5,199	5,281
16	Lease liabilities	30,008	28,085
25	Trade and other payables	414,049	431,187
	Payable to shareholder companies	365	0
11	Income tax payable	5,309	1,783
23	Provisions	2,016	2,330
	Bank loan	100,650	130,292
	Total current liabilities	**557,596**	**598,958**
	Total liabilities	**1,013,135**	**1,067,509**
	TOTAL EQUITY AND LIABILITIES	**2,097,185**	**2,135,975**

Consolidated financial statements

Cash flow statement

For the year 1 May - 30 April

Note	DKK'000	30 April 2023	30 April 2022
	Operating activities		
	Profit before income tax from		
	Continuing operation	20,345	-34,640
12	Discontinuing operation	0	190,637
	Profit before tax including discontinuing activities	**20,345**	**155,997**
10	Finance income	-2,197	-5,119
10	Finance expenses	18,104	107,745
6	Share-based payment expense	3	82
26	Changes in working capital	-74,293	-44,568
27	Non-cash operating items	91,050	111,342
12	Gain on sales of NCS division	0	-230,249
		53,012	95,230
10	Finance income, received	-1,068	0
11	Income tax paid	-21,905	-38,731
	Net cash flows from operating activities	**30,039**	**56,499**
	Investing activities		
13	Purchase of intangible assets	-4,121	-7,357
13	Development expenditures capitalized	0	-7,391
15	Purchase of property, plant and equipment	-21,394	-38,476
15	Proceeds from the sale of property, plant and equipment	0	1,500
	Change in deposits	-464	809
18	Investments in other financial assets	-244	-2,179
	Divestment of subsidiaries	0	1,205,832
	Net cash flows used in investing activities	**-26,223**	**1,152,738**
	Financing activities		
30	Repayment of borrowings	0	-1,538,975
30	Proceeds from new loan	0	196,776
10	Net interest paid, borrowings	-12,580	-36,638
16	Payment of principal portion of lease liabilities	-31,763	-38,008
	Proceeds from receivable with Group companies	-105	0
	Proceeds from loan with Group companies	92	-215
	Net cash flows from financing activities	**-44,356**	**-1,417,060**
	Cash flow for the year	**-40,540**	**-207,817**
	Cash and cash equivalents at 1 May	5,852	213,669
	Cash and cash equivalents at 30 April	**-34,688**	**5,852**

The Group has unused credit facilities amounting to 75 MDKK (2021/2022: 45 mDKK).

Consolidated financial statements

Statement of changes in equity

For the year 1 May - 30 April 2023

DKK'000	Share capital	Foreign currency translation reserve	Retained earnings	Total equity
Equity 1 May 2022	**1,023**	**14,116**	**1,053,328**	**1,068,466**
Comprehensive income 30 April 2022				
Result for the year	0	0	18,597	18,597
Other comprehensive income				
Exchange differences on translation of foreign operations	0	-3,015	0	-3,015
Total other comprehensive income	**0**	**-3,015**	**0**	**-3,015**
Total comprehensive income for the year	**0**	**-3,015**	**0**	**15,582**
Transactions with owners				
Equity-settled share-based payments	0	0	2	2
Total transactions with owners	0	0	2	2
Equity 30 April 2023	**1,023**	**11,101**	**1,071,927**	**1,084,050**

Consolidated financial statements

Statement of changes in equity

For the year 1 May - 30 April 2022

DKK'000	Share capital	Foreign currency translation reserve	Hedging reserve	Retained earnings	Total equity
Equity 1 May 2021	**1,023**	**-2,136**	**-1,059**	**903,915**	**901,743**
Comprehensive income 30 April 2021					
Result for the year	0	0	0	149,395	149,395
Other comprehensive income					
Unrealized loss on interest rate swap	0	0	1,358	0	1,358
Exchange differences on translation of foreign operations	0	16,252	0	0	16,252
Tax on other comprehensive in-come	0	0	-299	0	-299
Total other comprehensive in-come	**0**	**16,252**	**1,059**	**0**	**17,311**
Total comprehensive income for the year	**0**	**16,252**	**1,059**	**149,395**	**166,706**
Transactions with owners					
Equity-settled share-based pay-ments	0	0	0	17	17
Total transactions with owners	0	0	0	17	17
Equity 30 April 2022	**1,023**	**14,116**	**0**	**1,053,328**	**1,068,466**

Consolidated financial statements

Overview of notes to the consolidated financial statements

Consolidated financial statements

Notes

1 **Accounting policies**

AX V Nissens II ApS is a private limited company registered in Denmark. The financial statements section of the Annual Report for the year 1 May 2022 - 30 April 2023 comprises both the consolidated financial statements of AX V Nissens II ApS and its subsidiaries (the Group) and the separate parent company financial statements.

The consolidated financial statements of AX V Nissens II ApS for the year 1 May 2022 - 30 April 2023 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and additional requirements in the Danish Financial Statement Act applying to reporting class large C entities.

On 29 September 2023, the Board of Directors and the Executive Board discussed and approved the Annual Report of AX V Nissens II ApS for the year 1 May 2022 - 30 April 2023.

Basis of preparation

The consolidated financial statements and the separate financial statements have been presented in Danish kroner, rounded to the nearest DKK thousand.

The accounting policies have been applied consistently in the financial year and for the comparative figures.

Impact of new accounting standards

Effective 1 May 2022, the Group has implemented the following amended standards and interpretations:

► Reference to the Conceptual Framework – Amendments to IFRS 3.

► Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16.

► Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37.

► Annual improvements (2018-2020 cycle).

The changes have not had any impact on recognition and measurement in the annual report.

Consolidated financial statements

The consolidated financial statements comprise of AX V Nissens II ApS (the parent) and the subsidiaries controlled by the parent. The Group controls an entity if the Group directly or indirectly owns more than 50% of the voting rights, or when the Group in one way or another has the ability to have a controlling influence. Companies wherein the Group directly or indirectly holds between 20% and 50% of the voting rights and has significant but not controlling influence are treated as associates. Please refer to the overview of the Nissens Group in Notes 17.

On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realized and unrealized gains on intra-group transactions are eliminated. Unrealized gains on transactions with associates are eliminated in proportion to the Group's interest in the entity.

Consolidated financial statements

Notes

1 Accounting policies (continued)

Business combinations and goodwill

Enterprises acquired or formed during the year are recognised in the consolidated financial statements from the date of acquisition or formation. Enterprises disposed of are recognised in the consolidated profit or loss until the date of disposal and settlement date.

Gains or losses on disposal of subsidiaries and associates are stated as the difference between the sales amount and the carrying amount of net assets, including goodwill at the date of disposal and costs of disposal.

The purchase method is applied to acquisitions of new businesses over which AX V Nissens II ApS obtains control. The acquired businesses' identifiable assets and liabilities are measured at fair value at the acquisition date. In connection with the acquisition, provision is made for the costs associated with the decided and published restructurings in the acquired business. Deferred tax related to the fair value adjustments that have been identified are recognised.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred (a bargain purchase), then the gain is recognised in profit or loss. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Negative goodwill is recognised in the profit or loss on the day of acquisition.

Gains and losses at disposal of subsidiaries

Gains and losses at disposal or settlement of a subsidiary are calculated as the difference between the selling price or the disposal value and the carrying amount of the net assets, respectively, at the disposal or settlement date, including goodwill and the expected costs of sale or disposal.

Foreign currency translation

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

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the date of the statement of financial position. The difference between the exchange rates at the end of the year and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised in profit or loss as financial income or financial expenses.

Foreign subsidiaries are seen as independent units. The profit or loss is translated at an average exchange rate for the month, and the statement of financial position are translated at closing rates. Foreign exchange differences arising on translation of the opening equity of such entities at closing rates and on translation of profit or loss at average exchange rates to the closing rates are recognised in other comprehensive income.

Foreign exchange adjustments of balances with the independent foreign subsidiaries considered a part of the total net investment in foreign operations are recognised under a separate translation reserve in equity.

Notes

1 Accounting policies (continued)

Discontinued operations

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss. Additional disclosures are provided in in Note 12. All other notes to the income statement include amounts for continuing operations, unless indicated otherwise.

Revenue

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

The fair value corresponds to the agreed price discounted at present value where payment terms exceed 12 months.

The variable part of the total consideration is not recognised in revenue until it is highly probable that it will not be reversed in subsequent periods.

Sale of finished goods is recognised when control over the individual identifiable performance obligation in the sales agreement is transferred to the customer. In general, this is considered to occur at the time of physical delivery. The only exception to this is bill and hold arrangements, cf. below.

The buyer has, in some cases, a right to return. The Group recognises revenue for this at the time of the physical delivery to the buyer to the extent that it can be reliably measured how much of the delivery, after the balance sheet date, cannot be returned.

Payment terms in the Group's sales agreements

The payment terms in the Group's sales agreements with customers are dependent partly on the underlying customer relationship and partly on the segment.

The Group’s standard terms of payments are between 30-90 days.

The Group receives prepayments for some sales agreements. The prepayments do not necessarily reflect the work performed and do not affect the time of the recognition of revenue.

The Group's revenue comprises sale of standard and customised cooling systems.

The Group's sales agreements are divided into individually identifiable performance obligations, which are recognised and measured separately at fair value. If a sales agreement comprises several performance obligations, the total selling price of the sales agreement is allocated proportionately to the individual performance obligations of the agreement.

Revenue is recognised when control over the individual identifiable performance obligation is transferred to the customer.

Bill and hold arrangements

In some cases, the customers request that the delivery is postponed. In addition to the usual recognition criteria, all of the following criteria are required to be met for the Group to recognise revenue upon the time of planned delivery.

Notes

1 Accounting policies (continued)

a) The reason for the bill and hold arrangement must be substantive (for example, the arrangement might be requested by the customer because of a lack of physical space to store the goods);

b) The product must be identified separately as belonging to the customer (that is, it cannot be used by the Group to satisfy other orders);

c) The product must currently be ready for physical transfer to the customer; and

d) The Group cannot have the ability to use the product or to direct it to another customer.

Other operating income

Other operating income comprises income that is not product-related. This includes income from sales of raw materials and consumables, government grants, sale of assets and other income of a secondary nature in relation to the main activities of the Group.

Government grant

Government grant income is recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. The grant will be recognised in profit and loss under other operating income or special items, as the eligible costs are incurred.

Other external expenses

Other external expenses include expenses in regards to the Company's principal activities arising during the year. This includes expenses for sales, advertisement, administration, office buildings, debit losses, etc.

Staff costs

Staff costs include wages and salaries, including holiday pay and pensions, as well as other expenses for social security, etc. for the Group's employees. In the staff costs, compensation received from public authorities has been subtracted.

Share-based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost is recognised in employee benefits expense together with a corresponding increase in equity (other capital reserves) over the year in which the service, and, where applicable, the performance conditions, are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit or loss for a year represents the movement in cumulative expense recognised at the beginning and end of that year.

Consolidated financial statements

Notes

1 Accounting policies (continued)

Special items

Special items include significant income and expenses of a special nature in terms of the Group's revenue-generating operating activities that cannot be attributed directly to the Group's ordinary operating activities. Such income and expenses include negative goodwill, transaction costs and transformation cost in a business combination.

Finance income and expenses

Finance income and expenses are recognised in the income statement for the amounts that correspond to the transactions of the current financial year. Finance income and expenses comprise interest income and expenses, exchange gains and losses on transactions denominated in foreign currencies etc., as well as surcharges, gain/loss on foreign exchange instruments and allowances under the on-account tax scheme, etc.

Income tax

Current income tax

AX V Nissens II ApS is jointly taxed with all its Danish parent companies and subsidiaries. The subsidiaries are included in the joint taxation from the date which they are included in the consolidation and until the date which they are excluded from the consolidation.

The Company's ultimate Parent Company, AX V Nissens III ApS, is the administrative company for the joint taxation and settles the payments of the joint taxation with the taxation authorities.

The actual corporation tax is distributed by settling joint taxation contributions between the jointly taxed companies relatively to their income. The companies with a tax deficit receive a joint tax contribution from the companies which have been able to apply the deficit for reducing their own taxable surplus.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Tax for the year, which comprises the year's current tax charge, the year's joint taxation contribution and deferred tax adjustments – including the adjustment of the tax rate – is recognised in the income statement for the share which is attributable to the profit for the year, and in other comprehensive income, with the share attributable to entries recognised in other comprehensive income.

Income tax and deferred tax

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

Deferred tax is measured using the balance sheet 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 assets and liabilities without affecting either the profit or loss for the year or the taxable income.

Adjustments are made to deferred tax resulting from elimination of unrealized intra-group profits and losses.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Consolidated financial statements

Notes

1 Accounting policies (continued)

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 and jurisdiction.

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Income tax receivable" or "Income tax payable".

Balance sheet

Goodwill

Goodwill is measured in the balance sheet at cost in connection with initial recognition. Subsequently, goodwill is measured at cost less accumulated impairment losses. Goodwill is allocated to the cash flow generating units as defined by Management. The determination of cash generating units complies with the managerial structure and the internal control and reporting in the Group.

Other intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation year and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Rights and development projects

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities are demonstrated, and where the Group intends to complete and use the individual project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings or the net selling price can cover production costs, selling and administrative expenses and development costs. Other development costs are recognised under research and development costs in the income statement as incurred. Rights and development projects are measured at cost less accumulated amortisation and impairment.

Cost comprises external expenses as well as internal directly related wages and salaries attributable to the development project. Other development costs are recognised in the income statement as they arise.

Rights and development expenses, which are recognised in the balance sheet, are initially measured at cost and subsequently at cost less accumulated amortisation and impairment losses.

Notes

1 Accounting policies (continued)

Following the completion of development work, development costs are amortized on a straight-line basis over the estimated useful life from the date when the asset is available for use. The amortisation period is:

Development projects	3-5 years
Brand	15 years
Acquired intangible assets	2-10 years

Gains and losses from sale of rights and development projects are calculated as the difference between the sales prices less sales expenses and the carrying amount at the date of sale. Gains and losses are recognised in the income statement as other operating income or other operating expenses, respectively.

Property, plant and equipment

Leasehold improvements and other fixtures and fittings are measured at cost less accumulated depreciation and impairment losses. Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

The cost for a total asset is split in separate components, which are depreciated separately, if the useful life of each of the components differ.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets/components. The expected useful lives are as follows:

Buildings	20-25 years
Plant and machinery	5-10 years
Other fixtures and fittings, tools and equipment	2-7 years
Right-of-use assets	Over the term of the lease contract

Depreciation is calculated on the basis of the residual value and impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. If the residual value exceeds the carrying amount, depreciation is discontinued.

When the depreciation period or the residual value is changed, the effect on depreciation is recognised prospectively as a change in accounting estimates.

Gains and losses at sale of property, plant and equipment is calculated as the difference between the sales price less the sales expenses and the carrying amount at the date of sale. Gains or losses are recognised in the income statement as the item other operating income and other operating expenses, respectively.

Land is not depreciated.

Leases

The right-of-use asset and corresponding lease liability will be recognised at the commencement date, i.e. the date the underlying asset is ready for use and when the Group obtains the right to obtain the economic benefits from the use of it. Right-of-use assets are measured at cost corresponding to the lease liability recognised.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liabilities adjusted for any lease payments made at or before the commencement date, plus any initial costs incurred.

Notes

1 Accounting policies (continued)

The lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, an incremental borrowing rate.

Lease payments included in the measurement of the lease liabilities comprise the following:

- Fixed payments from commencement date
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- The exercise price of a purchase option if it is reasonably certain to exercise the options
- Amount expected to be payable under residual value guarantees

The lease liabilities are subsequently measured at amortised cost using the effective interest method. The lease liabilities are adjusted when there is a change in future lease payments, typically due to a change in index or rate on property leases, or if there is a reassessment of whether an extension or termination option will be exercised.

When the lease liabilities are adjusted in this way, a corresponding adjustment is made to the carrying amount of the right-of-use assets, or is recorded in profit or loss if the carrying amount of the right-of-use assets has been reduced to zero.

Subsequently, the asset is measured at cost less accumulated depreciation and impairment losses. The right-of-use assets are from the commencement date depreciated over the shorter period of the lease term and useful life of the underlying asset. When it is reasonably certain that the Group will obtain ownership of the leased asset after the lease period, the asset is depreciated over the useful life.

Depreciation is provided on a straight-line basis over the expected lease period.

The Group has chosen not to recognize low value lease assets and short-term leasing contracts in the balance sheet. Lease payments on short-term leases and low-value assets are recognised as expenses on a straight-line basis according to the lease contract.

The right-of-use assets are presented in property, plant and equipment and the lease liabilities in borrowings.

Investments in associates

The Group's investments in associates are accounted for using the equity method.

Under the equity method, the investment in the associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of profit or loss reflects the Group's share of the results from operations of the associate. Any change in OCI of those investees is presented as part of the OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

1 Accounting policies (continued)

Other financial assets

Other financial assets, which comprise non-listed equity investments, are classified upon initial recognition as equity instruments designated at fair value through OCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Impairment of non-current assets

If there is an indication of impairment, the carrying amount of intangible assets and property, plant and equipment as well as investments in associates is tested for evidence of impairment.

When there is evidence that assets may be impaired, an impairment test is performed for each of the assets/group of assets. An impairment is recognised at the recoverable amount, if this is lower than the carrying amount.

The recoverable amount is the higher of the value in use or fair value less costs of disposal.

During the period of development, development costs are tested annually for impairment.

Inventory

Inventory is measured at cost according to the FIFO method. If the net realisable value is lower than the cost, then they are impaired to the lower value.

Cost of goods for resale as well as raw materials and consumables include the purchase price plus the delivery cost, as well as indirect production expenses in terms of leaflets, packaging for goods for resale. Expenses in terms of external storage fees are added as well.

The net realisable value of inventories is determined as the selling price less costs of completion and costs incurred to effectuate the sale, and taking into account marketability, obsolescence and developments in the expected selling price.

Trade receivables

Receivables

Receivables are measured at amortised cost. Write-down for bad and doubtful debts is made in accordance with the simplified expected credit loss model according to which the total loss is recognised immediately in the income statement at the same time as the receivable is recognised in the balance sheet based on the expected loss in the useful life of the receivable.

Trade receivables are monitored continuously according to the Group's risk management until realisation. Write-downs are calculated based on the expected loss ratio, which estimated based on historical data adjusted for estimates over the effect of expected changes in relevant parameters such as financial development, political risks, etc., in the relevant market.

Prepayments, assets

Prepayments recognised under "Current assets" comprise expenses incurred concerning subsequent financial periods.

Notes

1 Accounting policies (continued)

Other provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) 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 and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Warranty provisions

Provisions for warranty-related costs are recognised when the product is sold or a service is provided to the customer. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

The standard terms is a 12-month warranty period.

Trade and other payables

The Group's financial liabilities include trade and other payables. Trade payables are non-interest bearing and are settled on normal market terms. Other payables are non-interest bearing.

Contractual liabilities

Contractual liabilities include prepayments from customers and other liabilities where the Group has a future commitment to deliver goods or service items. Contractual liabilities are reduced when the related goods or service items are invoiced, either fully or partially.

Liabilities

Financial liabilities are recognised at the date of borrowing at fair value less directly attributable transaction costs paid. On subsequent recognition, financial liabilities are measured at amortized cost, corresponding to the capitalized 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. Non-financial liabilities are measured at net realisable value.

Derivatives

The Group uses derivative financial instruments in the form of forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Subsequently, fair value adjustments are accounted for as follows:

Currency forward contracts: Not accounted for as effective hedging. Any gains or losses arising from changes in the fair value of forward currency contracts are recognised in the profit or loss statement. Interest rate swaps: Accounted for as effective hedging. Any gains or losses arising from changes in the fair value of interest rate swaps are recognised directly in other comprehensive income.

Consolidated financial statements

Notes

1 Accounting policies (continued)

Fair value

Fair value measurements are based on the principal market. If no principal market exists, the measurement is based on the most advantageous market, i.e. the market that maximises the price of the asset or liability less transaction and/or transport costs.

All assets and liabilities which are measured at fair value, or whose fair value is disclosed, are classified based on the fair value hierarchy, see below:

Level 1 Value in an active market for similar assets/liabilities

Level 2: Value based on recognised valuation methods on the basis of observable market information

Level 3: Value based on recognised valuation methods and reasonable estimates (non-observable market information)

Alternative performance measures

The Group presents the measure of EBITDA before special items in the income statement which has not been defined in IFRS. The Group assesses that the measure gives valuable insight for investors and management of the Group to evaluate the result. As other companies may not calculate EBITDA before special items, it may not be comparable to other companies.

Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of entities is shown separately in cash flows from investing activities. Cash flows from corporate acquisitions are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of entities are recognised up until the date of disposal.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, interest received, changes in working capital and income taxes paid.

Cash flows from investing activities

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

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt, paid interest on interest-bearing debts, and payment of dividend to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances.

Notes

2 Significant accounting judgements, estimates and assumptions

Impairment tests for goodwill

Goodwill is tested for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of goodwill has been impaired, for example due to a changed business climate. In order to determine if the value of goodwill has been impaired, the cash-generating unit to which goodwill has been allocated must be valued using present value techniques. When applying this valuation technique, the Company relies on a number of factors, including historical results, business plans, forecasts and market data.

This is further described in note 14. As can be deduced from this description, changes in the conditions for these judgments and estimates can significantly affect the assessed value of goodwill.

Receivables

Estimates are used in determining the level of receivables that cannot be collected according to Management. When evaluating the adequacy of the allowance for doubtful receivables, Management analyses trade receivables and examines changes in customer creditworthiness, reports from credit insurance companies, customer payment patterns and current economic trends.

Inventory

Inventories are measured at the lower of cost and net realisable value. Uncertainty estimates for the inventory relate to write-down to net realisable value.

The valuation of inventory is according to the Group principal including assessment of provision for slow moving and/or obsolete inventory.

For a specification of inventory, see note 19.

Estimating the incremental borrowing rate of leases

The Group cannot readily determine the interest rate implicit in the leases, therefore, the Group uses its incremental borrowing rate to measure lease liabilities. The incremental borrowing rate is the rate of interest which the Group would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The incremental borrowing rate therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the incremental borrowing rate using observable inputs when available and is required to make certain entity-specific estimates.

Determining the lease term of contracts with renewal and termination options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Notes

2 Significant accounting judgements, estimates and assumptions (continued)

The Group included the renewal period for buildings as part of the lease term for leases of right-of-use assets with shorter non-cancellable period unless there are specific plans to terminate the lease. The renewal periods for leases of right-of-use assets with longer non-cancellable periods are not included as part of the lease term as these are not assessed as reasonably certain to be exercised. Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised. Refer to note 16 for information on potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term.

3 Revenue

Geographical Markets

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Revenue from external customers		
Europe	1,532,854	1,400,813
America	100,319	93,469
Asia & Pacific	89,084	75,520
Other	8,170	14,472
Total	**1,730,427**	**1,584,274**

4 Other operating income

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Government grants	41	425
Net gain on disposals of property, plant and equipment	0	1,711
Other operating income	8,835	8,233
Total	**8,877**	**10,369**

Government grants have been received as Covid-19 compensation. There are no unfulfilled conditions or contingencies attached to these grants.

Other operating income includes sales of raw materials.

Notes

5 Staff costs

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Wages and salaries	194,641	194,577
Pensions	6,661	6,152
Employee benefits/other remunerations	4,158	3,845
Share-based payments	2	82
Total employee benefit expense	**205,462**	**204,656**
Average number of full-time employee	551	552

Remuneration to the board of directors

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Wages and salaries	500	775
Share-based payments	0	2
Total employee benefit expense	**500**	**777**

Remuneration to board of directors is paid out in AX V Nissens ApS.

6 Share-based payments

No warrants have been granted in the financial years 2021/2022 and 2022/2023.

The Board of Directors and other executive employees were granted warrants to purchase shares in AX V Nissens II ApS at a given exercise price. The warrants will vest on 30 June 2022 or at an earlier date if the activities of the Group are disposed of in an exit situation. The warrant programs are contingent on continued employment in the Group.

The fair value of the granted warrants is estimated using the Black-Scholes Model. The value is calculated applying the following assumptions:

Estimated volatility (based on a selected peer-group)	30%
Risk free interest rate	-0.43%
Market value per share	DKK 10

Every warrant grants the right to buy one share in AX V Nissens II ApS at a nominal value of DKK 0.01 at a price of DKK 10 + 8% p.a.

The fair value per warrant at grant dates was estimated to be DKK 1.10 – 1.19.

Estimating fair value for share-based payment transactions requires a determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires a determination of the most appropriate inputs to the valuation model, including the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them.

Notes

6 Share-based payments (continued)

The fair values of awards granted were determined using the Black-Scholes Model that takes into account factors specific to the share incentive plans, such as the vesting period.

The inputs used for the valuation model include, among others, the exercise price of the award, the expected life of the option, the expected volatility, the expected dividend yield and the risk-free interest rate.

Specification of outstanding share options

	Board of directors of the parent company	Other executive employees	Total number
Outstanding at 1 May 2021	1,320,000	8,799,450	10,119,450
Outstanding at 30 April 2022	**1,320,000**	**8,799,450**	**10,119,450**
Outstanding at 1 May 2022	1,320,000	8,799,450	10,119,450
Outstanding at 30 April 2023	**1,320,000**	**8,799,450**	**10,119,450**

No warrants were exercised as at 30 April 2023.

In the financial year, the expense in regard to share-based payments recognised in the income statement amounts to 2 kDKK (2021/2022: 82 kDKK).

7 Amortisation and depreciation

DKK'000	1 May 2022 - 30 April 2023	1 May 2021 - 30 April 2022
Amortisation, intangible assets	44,260	43,860
Depreciation, property, plant and equipment	46,163	39,097
	90,423	**82,957**

8 Special items

DKK'000	1 May 2022 - 30 April 2023	1 May 2021 - 30 April 2022
Transaction costs directly related to acquisition of AVA entities	0	127
Transformation cost directly related to acquisition of AVA entities	5,575	1,380
Divestment and reorganisation	3,894	17,899
Provision for loss on receivables ect. related to the war in Ukraine	-973	4,039
	8,496	**23,445**

Consolidated financial statements

Notes

9 Fees paid to auditors appointed at the annual general meeting

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Statutory audit	1,064	1,049
Other assurance services	87	252
Tax and VAT advisory services	145	199
Other services	80	126
	1,376	**1,626**

10 Net finance costs

Finance income **DKK'000**	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Interests – bank deposits etc.	1,000	733
Interest income, Group entities	43	2,871
Foreign exchange gains	1,154	786
Change in fair value of foreign exchange contracts	0	729
Total finance income	**2,197**	**5,119**
Interest on financial assets measured at amortized cost	1,043	3,604

Finance expenses **DKK'000**	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Interests – borrowings	8,384	82,124
Interests – other	5,152	2,905
Interest on lease liabilities	1,973	1,653
Foreign exchange losses	0	10,953
Amortisation borrowings	2,034	10,101
Other finance costs	561	9
Total finance expenses	**18,104**	**107,745**
Interest on financial liabilities measured at amortized cost	15,509	97,635

Consolidated financial statements

Notes

11 Income tax

Income statement

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Tax for the current year can be specified as follows:		
Tax of the result of the year	1,748	12,737
Tax on other comprehensive income	0	299
	1,748	**13,036**

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Tax for the current year can be specified as follows:		
Current income tax charge	14,013	10,325
Change in provision for deferred tax	-13,402	3,042
Adjustments to prior year	1,137	-630
	1,748	**12,737**

Tax on profit for the year can be explained as follows:

	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Accounting profit before income tax		
Calculated 22 % tax on profit for the year	4,476	-7,617
Difference in the tax rate in foreign subsidiaries relative to 22%	-536	-1,061
Tax effect of:		
Interest limitation according to § 11 B of the Danish Corporation Tax Act	0	20,945
Enhanced tax deduction on development projects according to § 8 B of the Danish Tax Assessment Act	0	-144
Other non-deductible expenses	93	1,244
Utilization of tax losses not recognised prior year	-3,422	
Tax adjustments to prior year	1,137	-630
	1,748	**12,737**
Effective tax (%)	8.6%	-36.8%

Consolidated financial statements

Notes

11 Income tax (continued)

Tax on other comprehensive income

	1 May 2022 – 30 April 2023		
DKK'000	**Before tax**	**Tax**	**After tax**
Exchange differences on the translation of foreign operations	-3,015	0	-3,015
	-3,015	**0**	**-3,015**

	1 May 2021 – 30 April 2022		
DKK'000	**Before tax**	**Tax**	**After tax**
Fair value adjustment of interest rate swap	1,358	-299	1,059
Exchange differences on the translation of foreign operations	16,252	0	16,252
	17,610	**-299**	**17,311**

Deferred tax

DKK'000	**30 April 2023**	**30 April 2022**
Deferred tax 1 May	75,369	130,319
Divestment of subsidiary	0	-57,665
Deferred tax for the year recognised in profit for the year	-13,402	3,042
Deferred tax regarding previous year	-1,062	-630
Deferred tax currency translation	290	4
Deferred tax related to financial instruments	0	299
Deferred tax 30 April	**61,195**	**75,369**
Reflected in the statement of financial position as follows:		
Deferred tax assets	11,302	7,747
Deferred tax liabilities	72,497	83,116
Deferred tax 30 April, net	**61,195**	**75,369**

DKK'000	**30 April 2023**	**30 April 2022**
Deferred tax relates to:		
Intangible assets	62.571	71,068
Property, plant and equipment	13,524	11,037
Trade and other receivables	863	1,038
Inventory	-8,708	-3,026
Borrowings	-373	120
Provisions and other liabilities	-1,491	-1,580
Tax loss	-5,191	-3,288
	61,195	**75,369**

Notes

11 Income tax (continued)

In addition to the tax loss recognised in the balance sheet, the Group has total unrecognised tax losses of 7,9 mDKK which, due to the uncertainty of the future utilization, has not been recognised in the balance sheet. The tax losses can be carried forward as follow:

DKK'000	30 April 2023	30 April 2022
Unlimited	7,940	6,487
Unrecognised tax loss to be carried forward 30 April	**7,940**	**6,487**

The Group has a subsidiary in China for which future dividend payments will be subject to withholding tax in the range of 5 – 10%. The potential withholding tax amounts to 1.9 – 3.8 mDKK.

The withholding tax has not been recognised in the balance sheet as there are no current plans for dividend payments from the subsidiary in China.

Income tax payable

DKK'000	30 April 2023	30 April 2022
Income tax payable 1 May	253	18,991
Currency adjustment	3	0
Acquisition / divestment of subsidiary	0	10,297
Current tax for the year	14,013	10,326
Corporation tax paid during the year	-21,905	-38,731
Adjustment to prior year	2,197	-630
Income tax payable 30 April	**-5,439**	**253**

Consolidated financial statements

Notes

12 Discontinued operations

2022/2023

There has not been any discontinued operations in financial year 2022/23.

2021/2022

On 19 July 2021, the Group publicly announced that AX V Nissens II ApS and its subsidiary K. Nissen International A/S has entered into an agreement concerning the sale of the Nissens Cooling Solutions division to a newly established company owned by A. P. Møller Holding A/S (the "NCS Sale").

The accounting profit from the sale amounts to 230.2 mDKK including costs directly related to the sale pf 48.3 mDKK

Completion of the NCS Sale occurred 30 November 2021.

Result for the period from discontinued operations are presented below:

DKK'000	2021/2022 (7 months)
Revenue	699,381
Expenses	-747,278
Other operating income	7,289
Net finance cost	996
Gain on sales of business	230,249
Result before tax	**190,637**
Tax	6,136
Result for the period from discontinued operations	**196,773**

Consolidated financial statements

Notes

12 Discontinued operations (continued)

Balance sheet items comprise:

DKK'000	30 November 2021
ASSETS	
Intangible assets	573,013
Property, plant and equipment	290,635
Other assets	2,957
Total non-current assets	**866,605**
Inventory	279,478
Trade and other receivables	209,988
Income tax receivable	16,916
Cash	51,648
Total current assets	**558,030**
Total assets held for sale	**1,424,635**
LIABILITIES	
Borrowings	73,977
Deferred tax liabilities	55,265
Provisions	8,992
Contract liabilities	4,253
Lease liabilities	56,393
Trade and other payables	241,390
Payable to group enterprises	5,119
Income tax payable	3,619
Total liabilities related to assets held for sale	**449,008**
NET ASSETS DIRECTLY RELATED TO ASSETS HELD FOR SALE	**975,627**

Net cash flow incurred for Nissens Cooling Solutions are, as follows:

DKK'000	2021/2022
Operating cash flow for discontinuing operations	122,945
Investing cash flow for discontinuing operations	9,431
Financing cash flow for discontinuing operations	-56,612
Net cash impact from discontinuing operations	**75,764**

Notes

13 Intangible assets

DKK'000	Goodwill	Brand	Acquired intangible assets	Rights	Development projects	Development in progress	Total
Cost 1 May 2022	572,005	289,173	200,977	19,638	884	6,005	1,088,682
Currency translation	0	0	0	-17	0	0	-17
Additions	0	0	0	0	0	4,414	4,414
Disposals	0	0	0	-181	0	0	-181
Transfer	0	0	0	0	4,760	-4,760	0
Cost 30 April 2023	572,005	289,173	200,977	19,440	5,644	5.659	1,092,898
Amortisation and impairment 1 May 2022	0	89,166	97,139	10,064	265	0	196,634
Currency translation	0	0	0	-19	0	0	-19
Amortisation	0	19,278	20,098	4,414	470	0	44,260
Disposals	0	0	0	0	0	0	0
Amortisation and impairment 30 April 2023	0	108,444	117,237	14,459	735	0	240,875
Carrying amount 30 April 2023	**572,005**	**180,729**	**83,740**	**4,981**	**4,909**	**5,659**	**852,023**

Notes

13 Intangible assets (continued)

DKK'000	Goodwill	Brand	Acquired intangible assets	Rights	Development projects	Development in progress	Total
Cost 1 May 2021	936,501	346,603	453,090	22,791	11,325	19,199	1,789,508
Divestment	-364,496	-58,246	-252,113	-7,553	-24,685	-3,168	-710,261
Currency translation	0	0	0	171	0	0	171
Additions	0	816	0	6,541	3,531	3,860	14,748
Disposals	0	0	0	-5,485	0	0	-5,485
Transfer	0	0	0	3,173	10,713	-13,886	0
Cost 30 April 2022	572,005	289,173	200,977	19,638	884	6,005	1,088,682
Amortisation and impairment 1 May 2021	0	84,856	173,669	9,497	3,179	0	271,200
Divestment	0	-17,150	-111,350	-2,211	-6,537	0	-137,248
Currency translation	0	0	0	46	0	0	46
Amortisation	0	21,460	34,820	4,575	3,623	0	64,478
Disposals	0	0	0	-1,842	0	0	-1,842
Amortisation and impairment 30 April 2022	0	89,166	97,139	10,064	265	0	196,634
Carrying amount 30 April 2022	**572,005**	**200,007**	**103,838**	**9,574**	**619**	**6,005**	**892,048**

Acquired intangible assets consist primarily of customers and technology with carrying amounts of 57.3 MDKK (30 April 2022: 71.0 MDKK) and 26.5 MDKK (30 April 2022: 32.8 MDKK) respectively and with remaining lives of 7 years.

Total costs related to R&D activities amount to 25.9 MDKK for the year 1 May 2022 – 30 April 2023 (2021/2022: 25.9 MDKK) of which 3.9 MDKK (2021/2022: 2.3 MDKK) has been capitalized.

Notes

14 Impairment test

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

All individual assets or cash-generating units are tested for impairment in circumstances in which indicators of impairment are identified and therefore, the carrying amount may not be recoverable.

The carrying amount of goodwill is as follows:

mDKK	**2022/2023**	**2021/2022**
Automotive	**572**	**572**

Goodwill is tested for impairment once a year and in the case of impairment indicators. Impairment test in 2022/2023 is made as of 31 March 2023 that indicates headroom of 638 mDKK. There was not identified any indication of impairment on the long term forecast.

The recoverable amount is based on the value in use, which is calculated by means of expected net cash-flows on the basis of forecasts for 2023/2024 – 2026/2027 agreed by the Executive Board.

The forecasts are based on the expected market developments, including growth in market and expected price levels. The revenue forecasts includes the expected mid and long-term consequences of the conflict in Ukraine.

Amongst other things, the Automotive sales volume is driven by increased product offering, markets shares and the overall development in the car park in markets where Nissens is present.

The key assumptions underlying the calculation of recoverable amounts and the tolerable sensitivities hereon are:

2022/2023	*2022/2023*		*2021/2022*	
	Used	**Sensitivity**	**Used**	**Sensitivity**
Growth rates	4.7%	10.8%	4.5%	7.8%
Growth rate in terminal period	2.0%	6.3%	2.0%	3.8%
Discount rate (WACC)	9.5%	3.0%	9.5%	2.1%

Going forward, the discount rates applied are expected to be in the range of 8% - 10%.

Notes

15 Property, plant and equipment

DKK'000	Land and buildings	Plant and machinery	Other fixtures and fittings	Construction in progress	Right-of-use assets	Total
Cost 1 May 2022	143,753	75,272	10,665	5,633	138,211	373,534
Currency translation	-88	-60	-45	-29	-0	-222
Additions	1,392	3,901	3,378	12,723	28,190	49,584
Disposals	-157	-6,804	-512	0	-14,578	-22,051
Cost 30 April 2023	144,900	72,309	13,486	18,327	151,823	400,845
Depreciation and impairment 1 May 2022	39,647	60,916	7,228	0	43,980	151,771
Currency translation	-29	-49	-45	0	0	-123
Depreciation	7,162	5,055	2,644	0	31,302	46,163
Disposal	0	-5,074	-16	0	-14,128	-19,218
Depreciation and impairment 30 April 2023	46,780	60,848	9,811	0	61,154	178,593
Carrying amount 30 April 2023	**98,120**	**11,461**	**3,675**	**18,327**	**90,669**	**222,252**

Notes

15 Property, plant and equipment (continued)

DKK'000	Land and buildings	Plant and machinery	Other fixtures and fittings	Construction in progress	Right-of-use assets	Total
Cost 1 May 2021	279,887	140,325	20,834	42,926	138,600	622,573
Divestment	-138,910	-107,744	-12,226	-18,713	-86,659	-364,252
Currency translation	6	-26	31	-5	1,990	1,996
Additions	3,026	15,795	9,276	10,379	97,695	136,171
Transferred	0	28,566	388	-28,954	0	0
Disposals	-256	-1,644	-7,638	0	-13,415	-22,953
Cost 30 April 2022	143,753	75,272	10,665	5,633	138,211	373,534
Depreciation and impairment 1 May 2021	56,162	57,252	8,937	0	46,091	168,443
Divestment	-28,411	-11,852	-1,124	0	-32,230	-73,617
Currency translation	24	-32	6	0	741	739
Depreciation	11,918	17,192	2,662	0	38,124	69,896
Disposal	-46	-1,644	-3,253	0	-8,746	-13,689
Depreciation and impairment 30 April 2022	39,647	60,916	7,228	0	43,980	151,771
Carrying amount 30 April 2022	**104,106**	**14,356**	**3,437**	**5,633**	**94,231**	**221,763**

Consolidated financial statements

Notes

16 Leases

Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Right-of-use assets

DKK'000	30 April 2023	30 April 2022
Buildings	81,868	85,964
Plant and machinery	5,776	3,278
Other fixtures and fittings	2,461	4,989
	90,105	**94,231**

Further specification of right-of-use assets is disclosed in note 15.

Lease liabilities

DKK'000	30 April 2023	30 April 2022
Current	30,009	28,085
Non-current	63,913	68,402
	93,921	**96,487**

Further information about maturity is disclosed in note 29.

Amounts recognized in the statement of profit or loss

The statement of profit or loss shows the following amounts relating to leases:

Depreciation charge of right-of-use assets

DKK'000	30 April 2023	30 April 2022
Buildings	27,995	21,393
Plant and machinery	1,523	1,404
Other fixtures and fittings	2,535	3,573
Total depreciation charge of right-of-use assets	**32,053**	**26,370**

Interest expense (included in finance expenses)	1,973	1,653
Expense related to short-term leases (included in other external cost)	1,536	890
Expense related to low-value leases (included in other external cost)	300	250
The total cash outflow for leases in the year	31,763	26,601

Estimates and assumptions related to leases are described in note 2.

The Group's leasing activities

The Group leases various offices, warehouses, equipment and vehicles. Rental contracts are typically made for fixed periods of 12 months to 6 years, but may have extension options as described below.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lease's incremental borrowing rate is used. The incremental borrowing rates used are 2% for buildings and 3.5% for plant and machinery other fixtures and fittings.

16 Leases (continued)

A not insignificant proportion of the Company's building leases contains options to extend the lease period between 1-3 years. To the extent Management found it reasonably certain that these leases will be exercised, the period of the option is recognized as part of the lease. Extension options are recognized based on a specific contract-to-contract assessment. As of 30 April 2023, extension options are recognized with a value of 19.2 MDKK (2021/2022: 12.5 MDKK) as they are exercised with reasonable certainty. No extension options exceed 5 years. As of 30 April 2023, extension options that with reasonable certainty are not exercised amount to 0 MDKK (2021/2022: 0 MDKK). Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised,, see note 2.

17 Investments in subsidiaries

Name	Legal form	Registered office	Ownership 30 April 2023
AX V Nissens I ApS	ApS	Horsens, Denmark	100%
Subsidiaries of AX V Nissens I ApS			
AX V Nissens ApS	ApS	Horsens, Denmark	100%
Subsidiaries of AX V Nissens ApS			
K. Nissen International A/S	A/S	Horsens, Denmark	100%
Subsidiaries of K. Nissen International A/S			
Nissens (Shanghai) Auto Parts Trading Ltd.	Ltd.	China	100%
NA International A/S	A/S	Denmark	100%
Subsidiaries of NA International A/S			
Nissens Automotive A/S	A/S	Horsens, Denmark	100%
Nissens UK Ltd	Ltd	England	100%
Nissen France EURL	EURL	France	100%
Nissens Iberia S.A.	S.A	Spain	100%
Nissens Sverige A.B.	A.B	Sweden	100%
Nissens Schweiz A.G.	A.G	Switzerland	100%
Nissens Portugal LDA	Lda.	Portugal	100%
Chlodnice Nissens Polska Sp. z o.o.	Sp. z o.o	Poland	100%
Nissens Belgium S.A.	S.A	Belgium	100%
Nissens Hungaria Jarmuhuto Kft.	Ktf.	Hungary	100%
Nissens Italia S.R.L.	S.r.l	Italy	100%
Nissens Finland OY	OY	Finland	100%
Nissens North America Inc.	Inc.	USA	100%
Nissens Ukraine Ltd	Ltd.	Ukraine	100%
Nissens Deutschland GmbH	GmbH	Germany	100%
Nissens Automotive SK S.R.O.	S.r.o.	Slovakia	100%
AVA Benelux BV	BV	Netherland	100%
AVA CEE Sp. z o.o.	Sp. z o.o	Poland	100%
AVA Cooling UK Ltd	Ltd	England	100%
AVA Cooling France	SAS	France	100%
Selskabet af 29. April 2021 A/S	A/S	Danmark	100%
Nissens Automotive Service A/S	A/S	Danmark	100%
Anpartsselskabet af 10. maj 2021 ApS	ApS	Denmark	100%
NA Properties ApS	ApS	Denmark	100%

Notes

18 Other financial assets

	30 April 2023	30 April 2022
Mobilion Ventures	2,422	2,177
	2,422	**2,177**

19 Inventory

DKK'000	30 April 2023	30 April 2022
Raw materials and consumables	44,601	42,066
Work in progress	18,752	18,684
Finished goods	541,459	495,668
	604,812	**556,418**

Inventory is reported net of allowances for obsolescence, analyses of which is as follows:

DKK'000	30 April 2023	30 April 2022
1 May	18,144	20,141
Addition in year	7,042	8,336
Utilised	-2,123	-4,941
Write-downs related to divested operations	0	-5,392
30 April	**23,063**	**18,144**

The net realisable value of inventories is calculated as selling price less costs of completion and costs necessary to make the sale. The Group and Management have a strong focus on inventory turnover and are continuously working with procedures to reduce risk of obsolescence. The Group has implemented fixed procedures to calculate obsolescence on stock.

20 Trade and other receivables

DKK'000	30 April 2023	30 April 2022
Receivables from sales	282,110	271,965
Market value of FX contracts	0	1,132
Other receivables	34.078	31,637
Prepayments	6,846	9,624
	323,034	**314,358**

Consolidated financial statements

Notes

20 Trade and other receivables (continued)

Ageing of trade receivables is specified as following

DKK'000	30 April 2023	30 April 2022
Not due	244,680	234,783
Trade receivable overdue by 0 – 30 days	29,762	34,652
Trade receivable overdue by 31 - 90 days	3,050	1,658
Trade receivable overdue more than 90 days	4,618	872
	282,110	**271,965**

Provision for bad debts is specified as following

DKK'000	30 April 2023	30 April 2022
1 May	7,439	9,091
Currency translation	-3	112
Addition in year	700	4,474
Reversed during the year	-1,785	-629
Utilised	-1,299	-89
Provisions related to divested operations	0	-5,520
	5,052	**7,439**

The Group's terms of payments are between 30 – 120 days, depending on the customer.

21 Contract assets and liabilities

DKK'000	30 April 2023	30 April 2022
Contractual assets:		
Receivables from revenue according note 20	282,110	271,965
	282,110	**271,965**

DKK'000	30 April 2023	30 April 2022
Contractual liabilities:		
Return obligations	2,480	3,120
Prepayments	2,719	2,161
	5,199	**5,281**
Current	5,199	5,281
Non-current	0	0

Prepayments from customers as per 30 April 2023 amount to 2.7 MDKK (30 April 2022: 2.2 MDKK). Delivery of goods related to prepayments are expected in Q2 of 2023. Revenue recognised as prepayment from customer in the income statements is in line with revenue recognition under accounting policies. Return obligations depend on the customer's contracts and are in general within 12 months.

Notes

22 Equity

Capital management

On a regular basis, the Executive Board assesses whether the Group has an adequate capital structure, just as the Board of Directors regularly evaluates whether the Group's capital structure is in line with the best interests of the Group and its stakeholders.

The current capital structure was implemented to support the acquisition of K. Nissen International A/S in June 2017, and Management assesses that the current capital structure is sufficient to support the Group's strategy plans. According to the current policy, the Group does not distribute dividend.

In 2022/23 a tax exempt contribution was provided to the Group by the parent company presented in the Equity Statement as capital contribution.

	Issued shares			
	Number	Number	Nominal value	Nominal value
	30 April 2023	30 April 2022	30 April 2023	30 April 2022
1 May	102,291,500	102,291,500	1,022,915	1,022,915
Additions	0	0	0	0
30 April – fully paid	**102,291,500**	**102,291,500**	**1,022,915**	**1,022,915**

The share capital consists of 102,291,500 shares with a nominal value of 0.01 DKK each. 97,219,500 are A-shares and have voting rights. 5,000,000 are B-shares with no voting rights and are ascribed special rights.

23 Provisions

DKK'000	Warranties and claims	Other
At 1 May 2022	**2,330**	**2,000**
Utilised	-314	0
At 30 April 2023	**2,016**	**2,000**
Current	2,016	0
Non-current	0	2,000
At 1 May 2021	14,159	2,000
Arising during the year	650	0
Utilised	-3,487	0
Provisions related to divested operations	-8,992	0
At 30 April 2022	**2,330**	**2,000**
Current	2,330	0
Non-current	0	2,000

Provisions comprise anticipated expenses relating to warranty commitments, pending disputes etc.

Consolidated financial statements

Notes

24 Borrowings

Long-term debt is due as follows:

DKK'000	30 April 2023	30 April 2022
0-1 years	28,936	28,084
1-3 years	245,625	244,004
3-5 years	39,494	37,140
>5 years	88,276	93,634
	402,331	**402,862**

Debt included in the balance sheet includes borrowing expenses, amortized over the maturity of the loan by 4.6 MDKK (2021/2022: 6.6 MDKK). Total borrowing expenses capitalized during the financial year amount to 0.0 DKK (2021/2022: 0 MDKK).

30 April 2023

DKK'000	Average interest	Currency	Interest Period	Balance
Mortgage	1.0%	DKK	4 year	109,998
Bank loan	3.3%	DKK	3 month	198,412
Leasing debt	2.4%	Various	Depend on each contract	93,921

30 April 2022

DKK'000	Average interest	Currency	Interest Period	Balance
Mortgage	1.0%	DKK	4 year	108,966
Bank loan	1.8%	DKK	3 month	197,409
Leasing debt	2.4%	Various	Depend on each contract	96,487

25 Trade and other payables

DKK'000	30 April 2023	30 April 2022
Trade payables	350,607	364,677
VAT payables	12,437	21,408
Holiday pay payable and other employee related costs	43,283	43,386
Market value of interest rate swap	1,807	0
Other payable expenses	14,634	10,375
	422,768	**439,846**
Current	414,049	431,189
Non-current	8,719	8,657

Notes

26 Change in working capital

DKK'000	30 April 2023	30 April 2022
Change in inventory	-48,394	-174,971
Change in receivables	-8,675	109,922
Change in trade payables, etc.	-17,202	23,551
Change in contract liabilities	-22	-3,070
	-74,293	**-44,568**

27 Non-cash operating items

DKK'000	30 April 2023	30 April 2022
Depreciation and amortisation	90,423	134,374
Net foreign exchange differences	879	-9,702
Movements in provisions	-314	-7,779
Movements in other payables	62	-5,551
	91,050	**111,342**

Notes

28 Pledges, collateral, contingencies and commitments

Danish Group entities are jointly taxed with AX V III Nissens ApS, which acts as a management company, and are jointly and severally liable with several other jointly taxed group entities for the payment of income taxes as well as withholding taxes on interest, royalties and dividends. The liabilities have been estimated at 0 MDKK at 30 April 2023 (30 April 2022: 0 MDKK).

The Group is party to a minor number of pending disputes. The outcome of these cases is not ex-pected to have any material impact on the financial position of the Group, neither individually nor in the aggregate.

Commitments

The Group has entered into lease agreements related to cars, plant and computers, with lease terms between 0 and 6 years. Detailed information related to other contractual commitments in note 31 and leases in note 16.

Collateral

Land and buildings with a carrying amount of 98.1 MDKK have been pledged as security for mortgage debt of 110.0 MDKK.

Shares in AX V Nissens ApS, held by the parent company AX V Nissens I ApS with carrying amount of 1,280.7 MDKK and share in the following subsidiaries K. Nissen International A/S carrying amount 23.9 MDKK, NA International A/S carrying amount 56.0, Nissens Automotive A/S carrying amount 183.5 MDKK, AVA CEE Sp. z o.o.. carrying amount 21.2 MDKK and Nissens Automotive SK S.r.o. carrying amount 30.2 MDKK have been pledged as security for RCF and other facilities of total 390 MDKK.

Goodwill and other purchase price allocations have not been allocated to legal unit. Therefore, the listed carrying amounts for the shares pledged are based on the booked equity and do not include allocation of goodwill etc., if any.

29 Financial risk and financial instruments

Risk management policy

The Group's principal financial liabilities, other than trade payables, are mortgage and RFC facilities. The main purpose of these financial liabilities is to finance the Group's operations and acquisitions of assets. The Group's principal financial assets include accounts receivable. The Group also enters into derivative transactions. Financial instruments applied by the Group include forward contracts on exchange rate exposures and interest hedging.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Board of Directors reviews and agrees on policies for managing each of these risks, which are described below.

29 Financial risk and financial instruments (continued)

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, currency risk and other price risks such as equity price risk and commodity price risk. The Group applies the following derivative financial instruments to mitigate market risks, interest rate swaps and forward contracts.

Currency risk

The majority of Nissens' activities implies currency risks in connection with the purchase and sale of goods and services in foreign currencies. The largest exposure for purchases relates to CNY, EUR and USD whereas largest invoicing currencies are EUR, PLN, USD and GBP. Currency risks are handled within the limitations of the policy approved by the Board of Directors. The policy recommends the use of layered hedging, but it does not set a minimum share of the expected future cash-flow which should be secured by financial instruments.

All changes in financial instruments related to foreign currency risk are recognised as financial income or financial expenses in the income statement.

At the balance sheet date, the Group has the following exposures towards net-monetary positions on current receivables and total liabilities.

	Change in rate	2022/2023 P/L effect (MDKK)	2021/2022 P/L effect (MDKK)
EUR – current receivables and current liabilities	0.1%	0.2	0.2
PLN	5.0%	2.0	1.4
GBP	5.0%	0.9	0.8
USD	5.0%	0.1	1.3
CNY	5.0%	3.7	4.1

FX contact of 70 mCNY has been made 2 cover the expected 2 month need.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in the market interest rates relates primarily to the Group's mortgage and RCF loan. The interest applied to the RCF loans is variable on 3-months terms whereas mortgage if fixed until March 2025.

An increase in the interest rate by 1 percentage point in comparison to the interest rate at the balance sheet date would, all other things being equal, affect the Group's profit or loss by -2.9 MDKK (2021/22: -3.3 MDKK) and equity after tax by DKK -2.3 MDKK (2021/2022: -2.6 MDKK).

Financial instruments

To minimize the interest exposure on the RCF loan, the Group has entered into a cap on the interest rate on 150 mDKK of the RCF loan. The base interest - CIBOR2 - has been caped to 4.5% with a floor of 1.5% with a maturity date 28 November 2025.

Notes

29 Financial risk and financial instruments (continued)

Pricing risk

The Group is affected by the volatility of primarily aluminium prices. The outlook for aluminium prices is continuously monitored and decisions on securing expected consumption are made in accordance with policies hereon. The annual direct consumption of aluminium is approx. 1,900 ton. A change in the LME reference price of 5% will affect the Group's profit or loss by 1.5 MDKK (2021/2022: 1.9 MDKK).

The Group is also affected by the volatility of other raw material prices directly and indirectly.

Due to sourcing activities in China the Group is also exposed to the development in the global freight rates.

Short to medium term the development in material prices and freight rates may impact earnings until mitigations can be implemented.

Liquidity risk

The purpose of the Group's cash management procedures is to ensure that the Group at all times has sufficient and flexible financial resources at its disposal and is able to honour its obligations when due. The Group's liquidity reserves consist of credit balances and fixed overdraft facilities.

Loan facilities

Besides net cash of DKK -45.1 MDKK (2021/2022: 6 MDKK), the Group had undrawn credit facilities of 75 MDKK (2021/2022: 45 MDKK) at 30 April 2023.

In addition to the credit facilities, the Group has the following loans:

Maturity analysis

DKK'000	**Contractual cash flow**	**< 1 year**	**1 - 3 years**	**3 to 5 years**	**>5 years**
RFC Loan (200 mDKK)	226,970	10,440	216,530	0	0
Mortgage loan	119,725	1,096	2,138	24,452	92.039
Leasing debt	97,289	31,625	47,867	17,224	573
Trade payables	350,607	350,607	0	0	0
30 April 2023	**794,591**	**393,768**	**266,535**	**41,676**	**92,612**

Notes

29 Financial risk and financial instruments (continued)

DKK'000	Contractual cash flow	< 1 year	1 - 3 years	3 to 5 years	>5 years
RFC Loan (200 mDKK)	209,041	3,500	205,541	0	0
Mortgage loan	231,846	1,099	2,189	34,472	194,086
Leasing debt	100,411	29,808	48,823	21,780	0
Trade payables	364,677	364,677	0	0	0
30 April 2022	**905,975**	**399,084**	**256,553**	**56,252**	**194,086**

The contractual cash flows are based on the non-discounted cash flows, including down-payments and calculated interests based on current interest rates.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or a customer contract, leading to a financial loss. The Group is exposed to credit risk from its trade receivables and from its financing activities, including deposits with banks and financial institutions (to the extent the balance is in surplus of the Group), foreign exchange transactions and other financial instruments. The credit risk incurred from trade receivables is generally managed by continuous credit evaluation of the customers and trading partners. In addition, credit risks on counterparties other than banks are minimized through the use of prepayments and credit insurance. From a historical perspective, losses on receivables are at a low level.

The maximum credit risk related to trade receivables equals the carrying amount of the trade receivables.

The allowance for expected credit losses for trade receivables is calculated at individual level when there is an indication of impairment. For receivables with no indication of impairment, the expected credit losses are based on the historical credit loss. The expected loss excludes the extraordinary negative impact from Russia, Belarus and Ukraine. In 2022/2023, credit losses recognised in the income statement are less than 0.3% of total revenue, corresponding to historic level. In 2021/2022, credit losses recognised in the income statement accounted for less than 0.3% of total revenue.

Selected customers offer supply chain financing programs, which the Group utilized to sell certain receivables. The Groups involvement in receivables sold under these programs is limited to administration and financial costs related to delayed payments. Thus, the Group only carries an immaterial risk on these receivables. The profit and loss impact from these programs is limited to an interest payment on the payments. The balance sheet does not include any receivables or payables related to receivables sold under these programs. At the balance sheet date, the nominal value of receivables sold amounts to 44.5 MDKK (2021/2022: 59.8 MDKK). Payment terms on receivables sold are up to 360 days.

Notes

29 Financial risk and financial instruments (continued)

Categories of financial instruments

DKK'000	Carrying amount 30 April 2023	Fair value 30 April 2023
Financial assets at amortized cost		
Trade receivables	259,672	259,672
Receivable from group companies	17,938	17,938
Cash and cash equivalent	65,962	65,962
	343,572	**343,572**
Financial liabilities at amortized cost		
Borrowings	-109,998	-109,998
Bank loan	-198,412	-198,412
Lease obligations	-93,921	-93,921
Trade payables	-368,627	-368,627
	-770,958	**-770,958**
Financial asset at fair value recognised through profit and loss (hedging)	-1,807	-1,807
Derivative financial instruments, net	**-1,807**	**-1,807**
	-429,193	**-440,568**

DKK'000	Carrying amount 30 April 2022	Fair value 30 April 2022
Financial assets at amortized cost		
Trade receivables	271,965	271,965
Receivable from group companies	473	473
Cash and cash equivalent	136,144	136,144
	408,582	**408,582**
Financial liabilities at amortized cost		
Borrowings	-311,022	-311,022
Bank loan	-130,292	-130,292
Lease obligations	-96,487	-96,487
Trade payables	-364,677	-364,677
	-902,478	**-902,478**
Financial asset at fair value recognised through profit and loss (hedging)	-1,132	-1,132
Derivative financial instruments, net	**-1,132**	**-1,132**
	-495,028	**-495,028**

Notes

29 Financial risk and financial instruments (continued)

Fair value hierarchy of financial instruments measured at fair value

30 April 2023

DKK'000	Quoted prices (Level 1)	Observable input (Level 2)	Other financial assets (Level 3)	Total
Forward contracts	0	1,807	0	1,807
Shares in venture fund	0	0	-2,422	-2,422
Financial liabilities, net	**0**	**1,807**	**-2,422**	**-615**

30 April 2022

DKK'000	Quoted prices (Level 1)	Observable input (Level 2)	Other financial assets (Level 3)	Total
Forward contracts	0	-1,132	0	-1,132
Shares in venture fund	0	0	-2,177	-2,177
Financial liabilities, net	**0**	**-1,132**	**-2,177**	**-3,309**

Methods and assumptions for calculating fair value

The determined fair value of derivative financial instruments is based on observable market data such as yield curves or forward rates.

Other financial assets, measured at level 3, include shares in venture capital fund. For this fund, fair value is based on information of valuation from the fund themselves based on quarterly reports. The fair value of the underlying assets in the fund, which comprise non-listed investments, is calculated based on non-observable inputs, including independent capital activity, operating performance and financial conditions around the portfolio. In 2022/23 no unrealized gains/losses from fair value adjustments was recognised in profit/loss statement or other comprehensive income (2021/22 0.0 mDKK.

30 Changes in liabilities arising from financing activities

Reconciliation of movements in cash flows to changes in financing liabilities:

2022/2023

DKK'000	1 May	Cash flows	Additions	Fair value changes and amortisation	30 April
RFC	197,409	0	0	1,003	198,412
Mortgage debts	108,966	0	0	1,031	109,997
Leasing debt	96,487	-31,763	27,690	1,507	93,921
Loan with group companies	-473	108	0	0	-365
Total liabilities from financing activities	**402,389**	**-31,655**	**27,690**	**3,541**	**401,965**

2021/2022

		Cash changes	*Non-cash changes*				
DKK'000	1 May	Cash flows	Additions	Foreign exchange movement	Fair value changes and amortisation	Discontin-ued opera-tions	30 April
RFC	0	197,563	0	0	-154	0	197,409
Bond loan	959,117	-966,823	0	579	7,127	0	0
Mortgage debts	163,016	-787	0	0	714	-53.977	108,966
Leasing debt	95,544	-38,008	97,695	0	-2,352	-56,392	96,487
Loan with group companies	75,508	-76,084	103	0	0	0	-473
Total liabilities from financing activities	**1,293,185**	**-884,139**	**97,798**	**579**	**5,335**	**-110,369**	**402,389**

Notes

31 Other contingent liabilities

Other contractual commitments

DKK'000	30 April 2023	30 April 2022
0-1 years	7,395	6,577
1-5 years	24,717	31,523
> 5 years	0	0
	32,112	**38,100**

At 30 April 2023, 27.7 MDKK (30 April 2022: 21.6 MDKK) was recognised as an expense regarding other contractual commitments.

32 Related party disclosures

AX V Nissens II ApS' related parties include the following:

Name	Registered office	Basis for controlling influence	Indirect ownership shares	Indirect share of votes
Axcel V K/S	Copenhagen	Participating interest	69.4%	73.0%
AFVJ Holding ApS	Horsens	Participating interest	25.4%	21.6%
AX V Nissens III ApS	Horsens	Immediate parent	69.4%	73.0%

There has not been any significant transactions between companies in the Group and above related parties in the year.

Wages and salaries have been paid to the Board of Directors and the Executive Board as listed in note 5.

Transactions between Group entities including sales, purchase and credit facilities are made at market terms and have been eliminated in the consolidated report.

AX V Nissens II ApS is included in the consolidated financial statement of AX V Nissens III ApS, CVR.nr. 38 64 73 50. The consolidated financial statement of AX V Nissens III ApS can be obtained on www.cvr.dk.

33 Events after the reporting period

After the balance sheet date, no events have occurred that may have influenced the assessment of the financial statements for the year 1 May 2022 – 30 April 2023.

Consolidated financial statements

Notes

34 Standards issued but not yet effective

At the time of publication of this annual report, the IASB has issued the following new accounting standards and interpretations that are not mandatory for AX V Nissens II ApS' preparation of the 2022/23 annual report:

► IFRS 17 Insurance Contracts

► IFRS 17 Insurance Contracts – Amendments to IFRS 17: Initial Application of IFRS 17 and IFRS 9 Financial Instruments – Comparative Information

► IAS 12 Income Taxes – Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

► IAS 1 Presentation of Financial Statements – Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting policies

► IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates

► Annual Improvements 2018-2020 Cycle.

Not all of the above standards and interpretations are approved by EU. The approved standards and interpretations not in force will be implemented as they become mandatory for AX V Nissens II ApS. None of the above standards and interpretations are considered to have an impact on recognition and measurement for AX V Nissens II ApS.

Parent financial statements

Income statement

For the year 1 May - 30 April

Note	DKK'000	2022/2023	2021/2022
	Other external costs	-75	-58
	Operating loss	**-75**	**-58**
	Dividend distributed from subsidiaries	0	500,000
4	Net finance costs	-74	-49,457
	Result before tax	**-149**	**450,485**
5	Tax	-405	1,750
	Result for the year	**-554**	**452,235**

Statement of other comprehensive income

For the year 1 May - 30 April

Note	DKK'000	2022/2023	2021/2022
	Result for the year	**-554**	**452,235**
	Other comprehensive income regarding market value of interest rate swap	0	0
5	Income tax effect	0	0
	Other comprehensive income for the year, net of tax	**0**	**0**
	Total comprehensive income	**-554**	**452,235**

Parent financial statements

Balance sheet

Note	DKK'000	30 April 2023	30 April 2022
	ASSETS		
	Non-current assets		
6	Investments in subsidiaries and associates	1,280,738	1,230,738
	Deferred tax	0	0
	Total non-current assets	**1,280,738**	**1,230,738**
	Current assets		
5	Income tax receivable	1,056	2,312
	Receivables from Group companies	851	0
	Cash	10,524	60,692
	Total current assets	**12,431**	**63,004**
	TOTAL ASSETS	**1,293,169**	**1,293,742**
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	1,023	1,023
	Retained earnings	1,292,146	1,292,700
	Total equity	**1,293,169**	**1,293,723**
	Non-current liabilities		
	Total non-current liabilities	**0**	**0**
	Current liabilities		
	Trade and other payables	0	19
	Total current liabilities	**0**	**19**
	Total liabilities	**0**	**19**
	TOTAL EQUITY AND LIABILITIES	**1,293,169**	**1,293,742**

Parent financial statements

Cash flow statement

For the year 1 May - 30 April

Note	DKK'000	2022/2023	2021/2022
	Operating activities		
	Result before tax	-149	450,485
4	Finance income	-85	-2,247
4	Finance expenses	159	51,704
	Dividend distributed from subsidiaries	0	-500,000
8	Changes in working capital	-19	-25
		-94	-83
4	Finance income, received	85	2,247
5	Income tax paid/received	851	2,998
	Net cash flows from operating activities	**842**	**5,162**
	Investing activities		
	Dividend received during the year	0	500,000
	Contribution to subsidiary company	-50,000	0
	Net cash flows used in investing activities	**-50,000**	**500,000**
	Financing activities		
	Repayment of borrowings	0	-572,763
	Change in borrowings with related parties	-851	75,767
	Interest paid	-159	-384
	Net cash flows from financing activities	**-1,010**	**-497,380**
	Cash flow for the year	-50,168	7,782
	Cash and cash equivalents at 1 May	60,692	52,910
	Cash and cash equivalents at 30 April	**10,524**	**60,692**

Parent financial statements

Statement of changes in equity

For the year ended 30 April 2023

DKK'000	Share capital	Retained earnings	Total
Equity 1 May 2022	**1,023**	**1,292,700**	**1,293,723**
Total comprehensive income 30 April 2023			
Profit for the year	0	-554	-554
Total comprehensive income for the year	**0**	**-554**	**-554**
Equity 30 April 2023	**1,023**	**1,292,146**	**1,293,169**

For the year ended 30 April 2022

DKK'000	Share capital	Retained earnings	Total
Equity 1 May 2021	**1,023**	**840,465**	**841,488**
Total comprehensive income 30 April 2022			
Profit for the year	0	452,235	452,235
Total comprehensive income for the year	**0**	**452,235**	**452,235**
Equity 30 April 2022	**1,023**	**1,292,700**	**1,293,723**

Parent financial statements

Overview of notes for the consolidated financial statements

Note	
1	Accounting policies
2	Significant accounting judgements, estimates and assumptions
3	Fees paid to auditors appointed at the annual general meeting
4	Net finance costs
5	Income tax
6	Investments in subsidiaries and associates
7	Equity
8	Change in working capital
9	Pledges, collateral and contingencies etc.
10	Related party disclosures
11	Events after the reporting period
12	Standards issued but not yet effective

Parent financial statements

Notes

1 Accounting policies

For the accounting policies, please refer to the consolidated financial statement's accounting policies on page 20.

Investments in subsidiaries

Dividends on investments in subsidiaries are recognised in the income statement of the Parent Company in the financial year in which the dividend is declared.

Investments in subsidiaries are measured at cost, including transaction costs.

If there is an indication of impairment, the carrying amount of investments in subsidiaries is tested for evidence of impairment.

When there is evidence that investments may be impaired, an impairment test is performed. Impairment is recognised at the recoverable amount, if this is lower than the carrying amount. The recoverable amount is the higher of the value in use or fair value less costs of disposal.

Receivables

For receivables from group entities, the expected credit loss-model (ECLs) is used.

For the credit loss-model is an expectation-based model, where the expected lifetime of an asset is less than 12 months, expected losses are measured at its expected lifetime (stage 1).

If a significant increase in the credit risk has occurred compared to original expectations, expected loss related to the assets is presumed, lifetime expected losses (stage 2).

The assets are written of, when there is no reasonable expectation to recover outstanding amounts based on the expected loss of the assets, lifetime expected losses (stage 3). Interest income is recognised in the income statement based on effective interest method according to the remaining asset.

Expected loss is estimated based on considered PD (probability of default), EAD (expansion value in default) and LGD (losses by default), incorporated in Management's expectation for the future development and information available.

2 Significant accounting judgements, estimates and assumptions

For the significant accounting judgements, estimates and assumptions, please refer to the consolidated financial statement's accounting policies in note 2.

3 Fees paid to auditors appointed at the annual general meeting

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Statutory audit	39	38
Other assurance services	21	0
Tax and VAT advisory services	14	19
	74	**57**

Parent financial statements

Notes

4 Net finance costs

Finance income

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Interest income, external	85	0
Interest income, Group entities	0	2,247
Total finance income	**85**	**2,247**

Finance costs

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Interests – other	0	49,334
Amortisation borrowings	0	1,986
Other financial costs	159	384
Total finance expense	**159**	**51,704**

5 Income tax

Income statement

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Current income tax		
Tax for the current year can be specified as follows:		
Tax of the result of the year	405	-1,750
	405	**-1,750**

DKK'000	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Current income tax		
Tax for the current year can be specified as follows:		
Current income tax charge	-33	-2,312
Change in provision for deferred tax	0	562
Adjustments to prior year	438	0
	405	**-1,750**

Parent financial statements

Notes

5 Income tax (continued)

Tax on profit for the year can be explained as follows:

	1 May 2022 – 30 April 2023	1 May 2021 – 30 April 2022
Accounting profit before income tax		
Calculated 22 % tax on profit for the year	-33	99,107
Tax effect of:		
Dividend distributed from subsidiaries	0	-110,000
Interest limitation according to § 11 B in the Danish Corporate Tax Law etc.	0	9,143
Tax adjustments to prior year	438	0
	405	**-1,750**
Effective tax (%)	-272%	0.4%

DKK'000	30 April 2023	30 April 2022
Deferred tax 1 May	0	562
Deferred tax for the year recognized in profit for the year	0	-562
Deferred tax 30 April	**0**	**0**

Income tax receivable

DKK'000	30 April 2023	30 April 2022
Income tax receivable 1 May	2,312	2,998
Current tax for the year	33	-2,998
Joint taxation contribution paid/received	-851	2,312
Adjustments to prior year	-438	0
Income tax receivable 30 April	**1,056**	**2,312**

Parent financial statements

Notes

6 Investments in subsidiaries and associates

DKK'000	30 April 2023	30 April 2022
Cost 1 May	1,230,738	1,230,738
Addition	50,000	0
Cost 30 April	1,280,738	1,230,738
Carrying amount 30 April	1,280,738	1,230,738

Name	Legal form	Registered office	Owner-ship 30 April 2022	Equity DKK'000	Profit/loss DKK'000
Subsidiaries					
AX V Nissens I Aps	Aps	Horsens, Denmark	100%	1,280,437	-52

7 Equity

The share capital consists of 102,291,500 shares with a nominal value of 0,01 DKK each.

Refer to note 22 in the consolidated financial statements for information about share class rights.

8 Change in working capital

DKK'000	30 April 2023	30 April 2022
Change in other payables	-19	-25
	-19	**-25**

9 Pledges, collateral, contingencies and commitments

For information on the pledges, collateral contingencies and commitments please refer to note 29 in the consolidated financial statements.

10 Related party disclosures

Besides the information on related parties, cf. note 32 in the consolidated financial statements, there have been intercompany balances between AX V Nissens II ApS and the subsidiary AX V Nissens ApS.

There has been paid wages and salaries to Board of Directors as given in Note 5.

Furthermore, the Company has paid contribution to the subsidiary AX V Nissens I ApS of 50 mDKK.

11 Events after the reporting period

For information on events after the reporting period, please refer to note 33 in the consolidated financial statements.

12 Standards issued but not yet effective

For the note on standards issued, but not yet effective, please refer to note 34 in the consolidated financial statements.

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."

Jesper Frydensberg Rasmussen
Executive Board
On behalf of: AX V Nissens II ApS
Serial number: 49ef169c-c9bf-47ef-b3d8-561ee3205b5c
IP: 80.198.xxx.xxx
2023-09-30 20:11:41 UTC

Alan Nissen
Vice Chairman
On behalf of: AX V Nissens II ApS
Serial number: e458fbb9-d4d8-4505-bfb2-3864c348181b
IP: 87.56.xxx.xxx
2023-09-30 20:26:01 UTC

Lars Cordt
Vice Chairman
On behalf of: AX V Nissens II ApS
Serial number: 4ebe8c6b-bdcd-4671-8ec0-8690b7fe6807
IP: 104.28.xxx.xxx
2023-09-30 20:36:55 UTC

Niels Jacobsen
Chair of the meeting
On behalf of: AX V Nissens II ApS
Serial number: 2abc1a3a-7c91-4f0a-8569-ed408165789a
IP: 2.130.xxx.xxx
2023-10-01 05:06:34 UTC

Niels Jacobsen
Chairman
On behalf of: AX V Nissens II ApS
Serial number: 2abc1a3a-7c91-4f0a-8569-ed408165789a
IP: 2.130.xxx.xxx
2023-10-01 05:06:34 UTC

Søren Klarskov Vilby
Board of Directors
On behalf of: AX V Nissens II ApS
Serial number: b1926e2f-cf40-4252-8b6d-974730b70376
IP: 93.165.xxx.xxx
2023-10-01 10:34:16 UTC

Penneo document key: 10VO1-AKZTE-LEN80-LP7Z5-I0J72-ECGLD

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."

Povl Christian Lütken Frigast
Board of Directors
On behalf of: AX V Nissens II ApS
Serial number: f588da9f-978b-4d10-9257-a2c9d923354a
IP: 152.115.xxx.xxx
2023-10-02 10:29:37 UTC

Søren Smedegaard Hvid
State Authorised Public Accountant
On behalf of: EY Godkendt Revisionspartnerselskab
Serial number: CVR:30700228-RID:1256831000710
IP: 83.94.xxx.xxx
2023-10-02 10:42:38 UTC

Henrik Carstensen
EY Godkendt Revisionspartnerselskab CVR: 30700228
State Authorised Public Accountant
On behalf of: EY Godkendt Revisionspartnerselskab
Serial number: d9e2ee5d-af51-4e00-842e-3fff34a3893a
IP: 146.247.xxx.xxx
2023-10-02 10:46:46 UTC