

Danish Bake Group ApS

Dortheavej 10, 2400 Copenhagen NV

CVR no. 38 75 08 36

Annual report 2023

Approved at the Company's annual general meeting on 24 June 2024

Chair of the meeting:

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Danish Bake Group ApS for the financial year 1 January - 31 December 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023.

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

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

Copenhagen, 18 April 2024
Executive Board:

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Kennet Skyggelund
Wienecke

Board of Directors:

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Joachim Bernhard Knudsen
Chairman

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Kennet Skyggelund
Wienecke

.....
Jesper Mark Dixen

Independent auditor's report

To the shareholder of Danish Bake Group ApS

Opinion

We have audited the financial statements of Danish Bake Group ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the 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 Company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ 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.

Independent auditor's report

- ▶ 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 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 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 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.

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

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

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

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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 18 April 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Thomas Bruun Kofoed
State Authorised Public Accountant
mne28677

Peter Andersen
State Authorised Public Accountant
mne34313

Management's review

Company details

Name	Danish Bake Group ApS
Address, Postal code, City	Dortheavej 10, 2400 Copenhagen NV
CVR no.	38 75 08 36
Established	28 June 2017
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Joachim Bernhard Knudsen, Chairman Kennet Skyggelund Wienecke Jesper Mark Dixen
Executive Board	Kennet Skyggelund Wienecke
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark
Bankers	Nordea SEB

Management commentary

Business review

The Company was established for the purpose of acquiring the shares in Danish Bake A/S, and the purpose of the Company is thus to hold shares and generate a return.

Financial review

The income statement for 2023 shows a loss of DKK 59,341 thousand against a loss of DKK 25,082 thousand last year, and the balance sheet at 31 December 2023 shows equity of DKK 1,284,419 thousand.

At 31 December 2023, payables to group entities amounted to DKK 912 million. The debt is short-term at 31 December 2023. After the balance sheet date, the Company has received a letter of subordination from the parent company, confirming that the loan will not be recalled until 31 December 2024.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 January - 31 December

Income statement

Note	DKK'000	2023	2022
	Revenue	7,834	8,653
	Other external expenses	-1,372	-1,648
	Gross profit	6,462	7,005
2	Staff costs	-11,473	-7,374
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-188	-189
	Profit/loss before net financials	-5,199	-558
3	Financial income	7,162	3,255
4	Financial expenses	-67,576	-28,724
	Profit/loss before tax	-65,613	-26,027
5	Tax for the year	6,272	945
	Profit/loss for the year	-59,341	-25,082
	Recommended appropriation of profit/loss	-59,341	-25,082
	Retained earnings/accumulated loss	-59,341	-25,082

Financial statements 1 January - 31 December

Balance sheet

Note	DKK'000	2023	2022
	ASSETS		
	Fixed assets		
	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	0	188
		0	188
	Investments		
	Investments in group entities	2,098,194	2,048,194
		2,098,194	2,048,194
	Total fixed assets	2,098,194	2,048,382
	Non-fixed assets		
	Receivables		
	Receivables from group entities	98,135	95,257
	Corporation tax receivable	6,272	945
	Other receivables	21	70
	Prepayments	288	2,328
		104,716	98,600
	Cash	315	3,255
	Total non-fixed assets	105,031	101,855
	TOTAL ASSETS	2,203,225	2,150,237
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	1,079	1,079
	Share premium account	0	0
	Retained earnings	1,283,340	1,292,681
	Total equity	1,284,419	1,293,760
	Liabilities other than provisions		
6	Non-current liabilities other than provisions		
	Other payables	515	630
		515	630
	Current liabilities other than provisions		
	Trade payables	357	136
	Payables to group entities	911,955	852,503
	Other payables	5,979	3,208
		918,291	855,847
	Total liabilities other than provisions	918,806	856,477
	TOTAL EQUITY AND LIABILITIES	2,203,225	2,150,237

- 1 Accounting policies
- 7 Contractual obligations and contingencies, etc.
- 8 Contingent assets
- 9 Security and collateral
- 10 Related parties

Financial statements 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Share premium account	Retained earnings	Total
Equity at 1 January 2022	1,041	0	1,117,796	1,118,837
Capital increase	38	199,967	0	200,005
Transfer through appropriation of loss	0	0	-25,082	-25,082
Transferred from share premium account	0	-199,967	199,967	0
Equity at 1 January 2023	1,079	0	1,292,681	1,293,760
Transfer through appropriation of loss	0	0	-59,341	-59,341
Contribution from group	0	0	50,000	50,000
Equity at 31 December 2023	1,079	0	1,283,340	1,284,419

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Danish Bake Group ApS for 2023 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Pursuant to section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements. The financial statements of Danish Bake Group ApS are included in the consolidated financial statements of Danish Bake Holding ApS, Dortheavej 10, Denmark, (reg. no. 38750798)

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

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

Foreign currency translation

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

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

Income statement

Revenue

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

Income from the rendering of services is recognised as revenue as the services are rendered. Accordingly, revenue corresponds to the market value of the services rendered during the year (percentage-of-completion method).

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

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to administration, etc.

Staff costs

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Depreciation

The item comprises depreciation of property, plant and equipment.

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

Fixtures and fittings, other plant and equipment	3-5 years
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Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

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

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Investments in group entities

Investments in subsidiaries are measured at cost, which includes the cost of acquisition calculated at fair value plus direct costs of acquisition. If there is evidence of impairment, an impairment test is conducted. Where the carrying amount exceeds the recoverable amount, a write-down is made to such lower value.

Impairment of fixed assets

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

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

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

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Receivables

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

Receivables are measured at amortised cost.

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

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Cash

Cash comprise cash at bank.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Income taxes

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

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

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

Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

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

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK'000	2023	2022		
2 Staff costs				
Wages/salaries	11,355	7,232		
Other social security costs	20	18		
Other staff costs	98	124		
	<u>11,473</u>	<u>7,374</u>		
Average number of full-time employees	<u>3</u>	<u>3</u>		
3 Financial income				
Interest receivable, group entities	7,088	3,252		
Other financial income	74	3		
	<u>7,162</u>	<u>3,255</u>		
4 Financial expenses				
Interest expenses, group entities	64,444	27,177		
Other financial expenses	3,132	1,547		
	<u>67,576</u>	<u>28,724</u>		
5 Tax for the year				
Estimated tax charge for the year	-6,272	-945		
	<u>-6,272</u>	<u>-945</u>		
6 Non-current liabilities other than provisions				
DKK'000	Total debt at 31/12 2023	Short-term portion	Long-term portion	Outstanding debt after 5 years
Other payables	<u>515</u>	<u>0</u>	<u>515</u>	<u>515</u>
	<u>515</u>	<u>0</u>	<u>515</u>	<u>515</u>

At 31 December 2023, payables to group entities amounted to DKK 912 million. The debt is short-term at 31 December 2023. After the balance sheet date, the Company has received a letter of subordination from the parent company, confirming that the loan will not be recalled until 31 December 2024.

The Company has together with the subsidiaries Danish Bake A/S and Lagkagehuset A/S a credit facility of DKK 550 million including an additional facility up to 50 million to draw under certain conditions as of 31 December 2023, which has been prolonged until the end of December 2025. Only Danish Bake A/S has debt to credit institutions in relation to this credit facility. The net debt to credit institutions as of 31 December 2023 is DKK 457 million, including bank guarantees. The agreement expires in December 2025. The agreement includes covenants.

Financial statements 1 January - 31 December

Notes to the financial statements

7 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company has provided a guarantee of DKK 275 million to the credit institutions for the subsidiary Danish Bake A/S.

The Company is jointly taxed with its parent company, Danish Bake Holding ApS, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

Other financial obligations

Rent and lease liabilities vis-à-vis the parent company and its other group entities:

DKK'000	2023	2022
Rent and lease liabilities	104	21

8 Contingent assets

The Company has deferred tax assets, which mainly consist of tax loss carry-forwards. The nominal value thereof totals DKK 23,620 thousand. DKK 0 thousand of the amount has been recognised in the balance sheet due to the uncertainty as to utilisation of the tax losses.

9 Security and collateral

The Company has provided the shares of the subsidiaries Danish Bake A/S and Lagkagehuset A/S, with a total carrying amount of DKK 2,098 million, as security for the revolving credit facility. As of 31 December 2023, DKK 457 million is drawn on the revolving credit facility, including bank guarantees.

The Company has not provided any other security or other collateral in assets at 31 December 2023.

10 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Danish Bake Holding ApS	Copenhagen	Requisitioning at the Company's address