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Topcap Budweg Caliper ApS

Industrivej 10, 5260 Odense S

Company reg. no. 39 23 86 91

Annual report

2023

The annual report was submitted and approved by the general meeting on the 27 June 2024.

Charlotte Holm
Chairman of the meeting

Notes to users of the English version of this document:
- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points remain unchanged from Danish version of the document. This means that DKK 146.940 corresponds to the English amount of DKK 146,940, and that 23,5 % corresponds to 23.5 %.

Contents

Management's statement

Today, the Managing Director has approved the annual report of Topcap Budweg Caliper ApS for the financial year 2023.

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

I consider the chosen accounting policy to be appropriate, and in my opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2023, and of the results of the Group and the Company's operations as well as the consolidated cash flows for the financial year 1 January – 31 December 2023.

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

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

Odense S, 27 June 2024

Managing Director

Steven Brian Mesarick

Independent auditor's report

To the Shareholders of Topcap Budweg Caliper ApS

Opinion

We have audited the consolidated financial statements and the parent company financial statements of Topcap Budweg Caliper ApS for the financial year 1 January to 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies for both the Group the Parent Company, as well as consolidated statement of cash flows. The consolidated financial statements and the parent company financial statements are prepared under the Danish Financial Statements Act.

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

Basis for conclusion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and the Parent Company Financial Statements" section of our report. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Consolidated Financial Statements and the Parent Company Financial Statements

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

In preparing the consolidated financial statements and the parent company 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 consolidated financial statements and the parent company financial statements unless Management either intends to liquidate the Group or the Company or to cease operations, or has no realistic alternative but to do so.

Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements and the Parent Company Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent company 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 these consolidated financial statements and parent company financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements and the parent company 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 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 consolidated financial statements and the parent company 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 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 consolidated financial statements and the parent company 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the consolidated financial statements and the parent company financial statements, including the disclosures, and whether the consolidated financial statements and the parent company financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Statement on Management's Review

Management is responsible for Management's Review.

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

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

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

Based on the work we have performed, we conclude that Management's Review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Kolding, 27 June 2024

RSM Danmark
Statsautoriseret Revisionspartnerselskab
Company reg. no. 25 49 21 45

Konrad Jensen-Dahm
State Authorised Public Accountant
mne34321

Company information

The company	Topcap Budweg Caliper ApS Industrivej 10 5260 Odense S	
	Company reg. no.	39 23 86 91
	Established:	12 January 2018
	Domicile:	Odense S.
	Financial year:	1 January - 31 December
Managing Director	Steven Brian Mesarick	
Auditors	RSM Danmark Statsautoriseret Revisionspartnerselskab Birkemose Allé 39, 1. sal 6000 Kolding	
Subsidiaries	Budweg Caliper A/S, Denmark BBB industries Poland Sp.zo. o, Poland Vehiclo Ltd, England Topgear24 Ltd, England Budweg GmbH, Germany Budweg China ApS, Denmark Caphold Budweg Caliper ApS, Denmark	

Consolidated financial highlights

DKK in thousands.	2023	2022	2021	2020	2019
Income statement:					
Gross profit	83.130	52.909	0	0	0
Profit from operating activities	29.916	10.811	32.345	38.617	24.005
Net financials	-10.616	-2.350	-5.786	-7.236	-6.422
Net profit or loss for the year	14.264	4.558	19.474	21.769	13.002
Statement of financial position:					
Balance sheet total	433.561	230.885	253.175	297.269	348.931
Investments in property, plant and equipment	5.395	5.395	5.357	10.076	7.197
Equity	183.804	167.800	178.352	228.331	206.849
Cash flows:					
Investing activities	-12.139	6.489	-5.256	118.092	-6.558
Financing activities	-130.025	-17.319	-64.195	-82.511	-114.532
Employees:					
Average number of full-time employees	255	144	141	139	145
Key figures in %:					
Return on equity investment	4,5	12,7	13,0	6,9	6,9
Return on equity	15,7	2,6	21,8	10,0	6,5

Calculations of key figures and ratios do, in all material respects, follow the recommendations of the Danish Association of Finance Analysts, only in a few respects deviating from the recommendations.

The key figures and ratios shown in the statement of financial highlights have been calculated as follows:

Return on equity investment	$\frac{\text{Operating profit or loss (EBIT) x 100}}{\text{Average invested capital}}$
Invested capital	Operational intangible and tangible assets and net working capital
Return on equity	$\frac{\text{*Profit x 100}}{\text{Average equity exclusive of non-controlling interests}}$
***Profit**	Net profit or loss for the year less non-controlling interests’ share hereof

Description of key activities of the company

The key activity of Topcap Budweg Caliper Group is the remanufacturing and trading of brake calipers for passenger cars and vans and the manufacture of parts to calipers.

Corporate Governance

The group is part of a group that has the American private equity firm Clearlake Capital Group, L.P. as its main shareholder through BBB Industries LLC.

Companies owned by private equity funds and presenting the annual report according to large class C companies must incorporate DVCA's (Danish Venture Capital Association) guide for good corporate governance.

The company presents the annual report in accordance with the rules for medium-sized enterprises in accounting class C and is thus not fully covered by DVCA's guidelines. BBB Industries Ltd. is represented in the board of Directors as both chairman of board and 2 general members of board. Board meetings are held through the year, and no special Board committees is established.

Development in activities and financial matters

The income statement of the group for 2023 shows a profit of TDKK 14,264, and at 31 December 2023 the balance sheet of the group shows equity of TDKK 183,804.

BBB Industries world wide activity is sustainable manufacturing of parts for the Automotive business among others. The acquisition of Budweg Group was BBB's first acquisition of a sustainable manufacturing company in Europe within the Automotive business.

Per 30th May 2023 the subsidary company of Topcap Budweg Caliper A/S, Budweg Caliper A/S acquired BBB Poland Sp. Zo.o (former Inter-Turbo Sp. Zo.o), which is a production company in Katowice in Poland, who remanufactores Turbochargers and other related products. This acquisition is a step on the way of expanding BBB Industries sustainable manufacturing within Europe. Teams from both companies has worked very focused on integration in to BBB Europe, which has been a great success.

In 2023 the group has focused on setting the right route for the future growth of our European sustainable manufacturing. Hereunder we have worked on expanding the level of remanufacturing in our production.

We managed to improve earnings compared to prior year and the results for the year ended at an acceptable level eventhoug the results where a little lower than expected due to lower topline and cost related to the setting of the future patch for our company.

Expected developments

We have during 2023 continued the work on changes and efficiencies. The outcome of this and also based on the increase in demand in 2024, an increase in revenue and net profit is expected in the coming year with a total net result around 20-30M DKK.

Environmental issues

The group remanufacturing production does not have any high impact on the external environment. The company does not want to burden employees and the environment with unnecessarily use of chemicals. The company continues to maintain our certification from ISO 14001.

With base in this certification BBB Industries Denmark works continuously with development and improvement within the environment and working environment.

Financial risks and the use of financial instruments

There are no particular operational risks for the group. Revenue and purchases are mainly in EUR, even though purchased materials are also in other currencies.

Events occurring after the end of the financial year

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income statement 1 January - 31 December

DKK thousand.

Note		Group 2023	Group 2022	Parent 2023	Parent 2022
	Gross profit	**83.130**	**52.909**	**0**	**0**
	Distribution costs	-23.832	-20.291	0	0
	Administration expenses	-29.282	-21.807	-10	-8
	Other operating expenses	-100	0	0	0
	Operating profit	**29.916**	**10.811**	**-10**	**-8**
	Income from investments in group enterprises	0	0	7.383	2.359
	Other financial income from group enterprises	0	0	2	2
	Other financial income	196	20	-10	0
2	Other financial expenses	-10.812	-2.370	0	0
	Financing, net	-10.616	-2.350	7.375	2.361
	Pre-tax net profit or loss	**19.300**	**8.461**	**7.365**	**2.353**
3	Tax on net profit or loss for the year	-5.036	-3.903	2	1
4	**Net profit or loss for the year**	**14.264**	**4.558**	**7.367**	**2.354**
	Break-down of the consolidated profit or loss:				
	Shareholders in Topcap Budweg Caliper ApS	7.367	2.354		
	Non-controlling interests	6.897	2.204		
		14.264	**4.558**		

Balance sheet at 31 December

DKK thousand.

Assets

Note		Group 2023	Group 2022	Parent 2023	Parent 2022
	Non-current assets				
5	Acquired intangible fixed assets	6.245	91	0	0
6	Goodwill	159.907	69.350	0	0
	Total intangible assets	166.152	69.441	0	0
7	Land and buildings	15.824	0	0	0
8	Other fixtures, fittings, tools and equipment	14.933	14.724	0	0
	Total property, plant, and equipment	30.757	14.724	0	0
9	Investments in group enterprises	0	0	94.985	86.702
10	Other financial investments	6.050	7.050	0	0
	Total investments	6.050	7.050	94.985	86.702
	Total non-current assets	**202.959**	**91.215**	**94.985**	**86.702**
	Current assets				
	Raw materials and consumables	92.831	82.009	0	0
	Work in progress	3.716	1.643	0	0
	Manufactured goods and goods for resale	42.534	24.089	0	0
	Total inventories	139.081	107.741	0	0
	Trade receivables	56.061	22.956	0	0
	Receivables from group enterprises	233	0	322	104
	Tax receivables from group enterprises	0	0	1.507	221
	Other receivables	20.857	2.354	0	0
11	Prepayments	3.392	1.679	0	0
	Total receivables	80.543	26.989	1.829	325

Balance sheet at 31 December

DKK thousand.

Assets

Note		Group 2023	Group 2022	Parent 2023	Parent 2022
	Cash and cash equivalents	10.978	4.940	0	0
	Total current assets	**230.602**	**139.670**	**1.829**	**325**
	Total assets	**433.561**	**230.885**	**96.814**	**87.027**

Balance sheet at 31 December

DKK thousand.

Equity and liabilities

Note		Group 2023	Group 2022	Parent 2023	Parent 2022
	Equity				
12	Contributed capital	1.000	1.000	1.000	1.000
	Reserve for net revaluation according to the equity method	0	0	3.134	-88
13	Reserve for foreign currency translation	900	-595	0	0
	Retained earnings	93.168	86.396	90.934	85.889
	Equity before non-controlling interest.	95.068	86.801	95.068	86.801
14	Non-controlling interests	88.736	80.999	0	0
	Total equity	**183.804**	**167.800**	**95.068**	**86.801**
	Provisions				
15	Provisions for deferred tax	432	665	0	0
16	Other provisions	1.309	737	0	0
	Total provisions	**1.741**	**1.402**	**0**	**0**
	Liabilities other than provisions				
	Mortgage debt	3.865	0	0	0
	Lease liabilities	2.769	4.217	0	0
17	Total long term liabilities other than provisions	6.634	4.217	0	0

Balance sheet at 31 December

DKK thousand.

Equity and liabilities

Note		Group 2023	Group 2022	Parent 2023	Parent 2022
17	Current portion of long term liabilities	3.065	2.715	0	0
	Bank loans	20.784	0	0	0
	Trade payables	37.793	20.869	8	6
	Payables to group enterprises	138.767	0	0	0
	Income tax payable	1.695	220	1.499	220
	Income tax payable to group enterprises	0	0	10	0
	Other payables	39.278	33.662	229	0
	Total short term liabilities other than provisions	241.382	57.466	1.746	226
	Total liabilities other than provisions	**248.016**	**61.683**	**1.746**	**226**
	Total equity and liabilities	**433.561**	**230.885**	**96.814**	**87.027**

1 Employee issues
18 Disclosures on fair value
19 Charges and security
20 Contingencies
21 Related parties

Consolidated statement of changes in equity

DKK thousand.

	Contribute d capital	Reserve for net revaluation according to the equity method	Reserve for foreign currency translation	Reserve for hedging transactions	Retained earnings	Non-controlling interests	Total
Equity 1 2023	1.000	0	-594	0	86.393	80.999	167.798
Share of profit or loss	0	0	0	0	7.367	6.897	14.264
Foreign currency translation adjustments	0	0	1.494	0	-592	840	1.742
	1.000	**0**	**900**	**0**	**93.168**	**88.736**	**183.804**

Statement of changes in equity of the parent

DKK thousand.

	Contribute d capital	Reserve for net revaluation according to the equity method	Retained earnings	Total
Equity 1 January 2023	1.000	-88	85.889	86.801
Share of profit or loss	0	2.322	5.045	7.367
Foreign currency translation adjustments	0	900	0	900
	1.000	**3.134**	**90.934**	**95.068**

Statement of cash flows 1 January - 31 December

DKK thousand.

Note		Group 2023	2022
	Net profit or loss for the year	14.264	4.558
22	Adjustments	31.554	19.269
23	Change in working capital	104.595	-23.336
	Cash flows from operating activities before net financials	150.413	491
	Interest received, etc.	196	20
	Interest paid, etc.	-9.812	-2.941
	Cash flows from ordinary activities	140.797	-2.430
	Income tax paid	-3.871	-2.458
	Cash flows from operating activities	**136.926**	**-4.888**
	Purchase of intangible assets	-7.292	-30
	Purchase of property, plant, and equipment	-5.343	-5.395
	Sale of property, plant, and equipment	496	11.912
	Sale of fixed asset investments	0	2
	Cash flows from investment activities	**-12.139**	**6.489**
	Repayments of long-term payables	-5.034	-2.969
	Purchase of treasury shares	-134.797	0
	Dividends distributed	0	-14.350
	Changes in short-term bank loans	9.806	0
	Cash flows from investment activities	**-130.025**	**-17.319**
	Change in cash and cash equivalents	**-5.238**	**-15.718**
	Cash and cash equivalents at opening balance	4.939	20.657
	Adjustment due to purchase of treasury shares	299	0
	Cash and cash equivalents at end of period	**0**	**4.939**
	Cash and cash equivalents		
	Cash and cash equivalents	0	4.939
	Cash and cash equivalents at end of period	**0**	**4.939**

Notes

DKK thousand.

	Group 2023	Group 2022	Parent 2023	Parent 2022
1. Employee issues				
Salaries and wages	93.102	68.747	0	0
Pension costs	6.611	4.959	0	0
Other costs for social security	3.269	1.322	0	0
	102.982	**75.028**	**0**	**0**
Executive board and board of directors	2.254	1.604	0	0
Average number of employees	255	144	0	0
2. Other financial expenses				
Financial costs, group enterprises	4.696	0	0	0
Other financial costs	6.116	2.370	0	0
	10.812	**2.370**	**0**	**0**
3. Tax on net profit or loss for the year				
Tax on net profit or loss for the year	5.265	3.783	-2	-1
Adjustment of deferred tax for the year	-229	144	0	0
Adjustment of tax for previous years	0	-24	0	0
	5.036	**3.903**	**-2**	**-1**

DKK thousand.

		Parent 2023	2022
4.	**Proposed distribution of net profit**		
	Extraordinary dividend distributed during the financial year	0	7.419
	Reserves for net revaluation according to the equity method	2.322	-5.148
	Transferred to retained earnings	5.045	83
	Total allocations and transfers	**7.367**	**2.354**

		Group 31/12 2023	31/12 2022	Parent 31/12 2023	31/12 2022
5.	**Acquired intangible fixed assets**				
	Cost opening balance	8.536	8.506	0	0
	Additions concerning company transfer	913	0	0	0
	Additions during the year	7.292	30	0	0
	Disposals during the year	-90	0	0	0
	Cost end of period	**16.651**	**8.536**	**0**	**0**
	Amortisation and write-down opening balance	-8.445	-8.219	0	0
	Amortisation and depreciation for the year	-2.027	-226	0	0
	Reversal of depreciation, amortisation, and impairment loss, assets disposed of	66	0	0	0
	Amortisation and write-down end of period	**-10.406**	**-8.445**	**0**	**0**
	Carrying amount, end of period	**6.245**	**91**	**0**	**0**

DKK thousand.

		Group 31/12 2023	Group 31/12 2022	Parent 31/12 2023	Parent 31/12 2022
6.	**Goodwill**				
	Cost opening balance	91.692	91.692	0	0
	Additions during the year	98.000	0	0	0
	Cost end of period	**189.692**	**91.692**	**0**	**0**
	Amortisation and write-down opening balance	-22.342	-17.758	0	0
	Amortisation and depreciation for the year	-7.443	-4.584	0	0
	Amortisation and write-down end of period	**-29.785**	**-22.342**	**0**	**0**
	Carrying amount, end of period	**159.907**	**69.350**	**0**	**0**
7.	**Land and buildings**				
	Cost opening balance	0	12.935	0	0
	Additions concerning company transfer	15.517	0	0	0
	Additions during the year	395	0	0	0
	Disposals during the year	0	-12.935	0	0
	Cost end of period	**15.912**	**0**	**0**	**0**
	Depreciation and write-down opening balance	0	-3.003	0	0
	Depreciation, amortisation and impairment loss for the year, assets disposed of	-88	0	0	0
	Reversal of depreciation, amortisation and impairment loss, assets disposed of	0	3.003	0	0
	Depreciation and write-down end of period	**-88**	**0**	**0**	**0**
	Carrying amount, end of period	**15.824**	**0**	**0**	**0**

DKK thousand.

		Group		Parent	
		31/12 2023	31/12 2022	31/12 2023	31/12 2022
8.	**Other fixtures, fittings, tools and equipment**				
	Cost opening balance	57.372	54.924	0	0
	Additions concerning company transfer	2.077	0	0	0
	Additions during the year	5.138	5.395	0	0
	Disposals during the year	-4.107	-2.947	0	0
	Cost end of period	**60.480**	**57.372**	**0**	**0**
	Depreciation and write-down opening balance	-42.648	-37.835	0	0
	Amortisation and depreciation for the year	-6.242	-7.125	0	0
	Reversal of depreciation, amortisation and impairment loss, assets disposed of	3.343	2.312	0	0
	Depreciation and write-down end of period	**-45.547**	**-42.648**	**0**	**0**
	Carrying amount, end of period	**14.933**	**14.724**	**0**	**0**
	Lease assets are recognised at a carrying amount of	4.342	7.210	0	0

DKK thousand.

		Group		Parent	
		31/12 2023	31/12 2022	31/12 2023	31/12 2022
9.	**Investments in group enterprises**				
	Cost opening balance	0	0	91.850	91.850
	Cost end of period	**0**	**0**	**91.850**	**91.850**
	Writedown, opening balance opening balance	0	0	-5.148	306
	Net profit or loss for the year before amortisation of goodwill	0	0	7.383	2.359
	Dividend	0	0	0	-7.419
	Hedging adjustment	0	0	0	-375
	Exchange rate	0	0	900	-19
	Writedown end of period	**0**	**0**	**3.135**	**-5.148**
	Carrying amount, end of period	**0**	**0**	**94.985**	**86.702**

Group enterprises:

	Domicile	**Equity interest**
Budweg Caliper A/S	Denmark	100 %
BBB industries Poland Sp.zo. o	Poland	100 %
Vehiclo Ltd	England	100 %
Topgear24 Ltd	England	100 %
Budweg GmbH	Germany	100 %
Budweg China ApS	Denmark	100 %
Caphold Budweg Caliper ApS	Denmark	100 %

Notes

DKK thousand.

		Group 31/12 2023	Group 31/12 2022	Parent 31/12 2023	Parent 31/12 2022
10.	**Other financial investments**				
	Cost opening balance	11.039	11.039	0	0
	Cost end of period	**11.039**	**11.039**	**0**	**0**
	Depreciation opening balance	-3.989	-3.989	0	0
	Impairment loss for the year	-1.000	0	0	0
	Depreciation end of period	**-4.989**	**-3.989**	**0**	**0**
	Carrying amount, end of period	**6.050**	**7.050**	**0**	**0**

11. Prepayments

Accruals consist of prepaid rent and prepaid bills.

		Group 31/12 2023	Group 31/12 2022	Parent 31/12 2023	Parent 31/12 2022
12.	**Contributed capital**				
	Contributed capital opening balance	1.000	1.000	1.000	1.000
		1.000	**1.000**	**1.000**	**1.000**
13.	**Reserve for foreign currency translation**				
	Reserve for foreign currency translation opening balance	900	-595	0	0
		900	**-595**	**0**	**0**

DKK thousand.

		Group 31/12 2023	Group 31/12 2022	Parent 31/12 2023	Parent 31/12 2022
14.	**Non-controlling interests**				
	Non-controlling interests opening balance	80.999	86.094	0	0
	Distributed extraordinary dividend adopted during the financial year	0	-6.931	0	0
	Foreign currency translation adjustments	840	-18	0	0
	Hedging adjustment	0	-350	0	0
	Share of the profit or loss for the year	6.897	2.204	0	0
		88.736	**80.999**	**0**	**0**
15.	**Provisions for deferred tax**				
	Provisions for deferred tax opening balance	665	725	0	0
	Deferred tax relating to the net profit or loss for the year	-233	144	0	0
	Deferred tax recognised directly in equity	0	-204	0	0
		432	**665**	**0**	**0**

16. Other provisions

The company provides a 1 to 5 year warranty on certain products and undertakes to repair or replace products that are not satisfactory. Other provisions og T.DKK 750 (2022: T.DKK 700) have been recognized for expected warranty claims based on previous experience regarding the level of repairs and returned goods.

DKK thousand.

17. Long term labilities other than provisions

Group	Total payables 31 Dec 2023	Current portion of long term payables	Long term payables 31 Dec 2023	Outstanding payables after 5 years
Mortgage debt	4.996	1.131	3.865	0
Lease liabilities	4.703	1.934	2.769	0
	9.699	**3.065**	**6.634**	**0**

18. Disclosures on fair value

Group

	Unlisted securities and equity investments
Fair value at end of period	6.050
Unrealised change in fair value of the year recognised in the statement of financial activity	-1.000

19. Charges and security

As collateral for mortgage loans in BBB Industries Poland Sp. Z.o o t.DKK 4.996, security has been granted on land and buildings representing a carrying amount of t.DKK 15.824 at 31 December 2023.

For bank loans in BBB Industries Denmark A/S, t.DKK 15.869, the company has provided security in company assets representing a nominal value of t.DKK 10.000. This security comprises the assets below, stating the carrying amounts:

	DKK in thousands
Inventories	106.935
Trade receivables	51.300
Other fixtures, fittings, tools and equipment	7.483
Acquired intangible fixed assets	5.455

DKK thousand.

19. Charges and security (continued)

BBB Industries Denmark A/S has provided a payment garantee to Danske Leasing A/S. The amount per. 31 December 2023 is t.DKK 7.267.

20. Contingencies

Contingent liabilities

BBB Industries Denmark A/S has signed a lease for residential property with a remaining term of 143 months. The total rent obligation is calculated at t.DKK 90.714.

Vehiclo Ltd has signed a lease for residential proterty with a obligation of 3 months, the amount is calculated at t.DKK 31.

Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

21. Related parties

Controlling interest

BBB Industries LLC has controlling interest.	Majority shareholder

Consolidated financial statements

Name and registered office of the parent company that prepares group accounting for the group's largest group: BBB Industies, 29627 Renaissance Blvd. Daphne, Alabama 36526, USA. The consolidated accounts can be requested from BBB Industries either per emial or telephone.

Name and registered office of the parent company that prepares group accounting for the group's smallest group: Topcap Budweg Caliper ApS, Industrivej 10, 5260 Odense S.

Notes

DKK thousand.

		Group 2023	2022
22.	**Adjustments**		
	Depreciation, amortisation, and impairment	15.799	12.083
	Income from investments in group enterprises	0	0
	Other financial income	-196	-20
	Other financial expenses	10.812	3.299
	Tax on net profit or loss for the year	5.036	3.903
	Other adjustments	102	0
		31.553	**19.265**
23.	**Change in working capital**		
	Change in inventories	-5.309	-14.773
	Change in receivables	-41.035	501
	Change in trade payables and other payables	150.367	-5.004
	Other changes in working capital	572	-4.060
		104.595	**-23.336**

The annual report for Topcap Budweg Caliper ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class C enterprises (medium sized enterprises).

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the group and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the group and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Foreign currency translation

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Group enterprises abroad, associates, and equity investments are considered to be independent entities. The income statements are translated at an average exchange rate for the month, and the balance sheet items are translated at the closing rates. Currency translation differences, arising from the translation of the equity of group enterprises abroad at the beginning of the year to the closing rate and from the translation of income statements from average prices to the closing rate, are recognised directly in equity in the fair value reserve in the Consolidated Financial Statement. This also applies to differences arising from translation of income statements from average exchange rate to closing rate.

Translation adjustment of balances with group enterprises abroad that are considered part of the total investment in group enterprises are recognised directly in equity in the fair value reserve. Likewise, foreign exchange gains and losses on loans and derived financial instruments for currency hedging independent group enterprises abroad are recognised directly in equity.

When recognising foreign group enterprises which are integral units, the monetary items are translated using the closing rate. Non-monetary items are translated using the exchange rate prevailing at the time of acquisition or at the time of the subsequent revaluation or write-down for impairment of the asset. Income statement items are translated using the exchange rate prevailing at the date of the transaction. However, items in the income statement derived from non-monetary items are translated using historical prices.

The consolidated financial statements

The consolidated income statements comprise the parent company Topcap Budweg Caliper ApS and those group enterprises of which Topcap Budweg Caliper ApS directly or indirectly owns more than 50 % of the voting rights or in other ways exercise control.

Consolidation policies

The consolidated financial statements have been prepared as a summary of the parent company's and the group enterprises' financial statements by adding together uniform accounting records calculated in accordance with the group's accounting policies.

Investments in group enterprises are eliminated by the proportionate share of the group enterprises' fair value of net assets and liabilities at the acquisition date.

In the consolidated financial statements, the accounting records of the group enterprises are recognised by 100%. The minority interests' share of the profit for the year and of the equity in the group enterprises, which are not 100% owned, is included in the group's profit and equity, but presented separately.

The group activities in joint operations are recognised in the consolidated financial statements record by record.

Non-controlling interests

Non-controlling interests constitute a share of the group's total equity. By distribution of net profit, profit or loss for the year is distributed on the share attributable to the non-controlling interests and the share attributable to the parent's shareholders respectively.

Income statement

Gross profit

Gross profit comprises revenue, production costs, and other operating income.

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Production costs include the manufacturing and procurement costs incurred to achieve the revenue for the year. Direct and indirect manufacturing costs are recognized, including costs for raw materials and consumables, wages and salaries, energy consumption, maintenance, leasing and depreciation on production facilities, with adjustments for changes in finished goods inventories and work in progress.

Distribution costs

Distribution costs comprise costs incurred for the distribution of goods sold during the year and for sales campaigns carried out during the year. Also, costs concerning sales staff, advertising and exhibitions costs, and amortisations.

Administration expenses

Administration expenses comprise expenses incurred during the year concerning management and administration, including expenses concerning administrative staff, the executive board, office premises, stationery and office supplies, and depreciations.

Value adjustment of investment property

Value adjustment of investment property comprises value adjustments of properties at fair value and profit or loss from the disposal of properties.

Other operating expenses

Other operating expenses comprise items of secondary nature as regards the principal activities of the enterprise, including losses on the disposal of intangible and tangible assets.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Results from investments in group enterprises

After full elimination of intercompany profit or loss less amortised consolidated goodwill, the equity investment in the individual entities are recognised in the income statement of the parent as a proportional share of the entities' post-tax profit or loss.

Tax on net profit or loss for the year

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The parent and the Danish group enterprises are subject to Danish rules on compulsory joint taxation of Danish group enterprises. The parent acts as an administration company in relation to the joint taxation. This means that the total Danish income tax payable by the Danish group companies is paid to the tax authorities by the company.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Intangible assets

Development projects, patents, and licences

Intangible assets is measured at cost less accrued amortisation. The amortisation period is set at 3-5 years.

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment. Land is not subject to depreciation.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
Buildings	100 years
Other fixtures and fittings, tools and equipment	3-5 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

As regards self-constructed assets, the cost comprises direct costs for materials, components, deliveries from subsuppliers, payroll costs, and borrowing costs from specific and general borrowing concerning the construction of each individual asset.

Leases

The enterprise will be applying IAS 17 as its base of interpretation for recognition of classification and recognition of leases.

At their initial recognition in the statement of financial position, leases concerning property, plant, and equipment where the group holds all essential risks and advantages associated with the proprietary right (finance lease) are measured either at fair value of the asset being leased or at the present value of the future lease payments, whichever value is lower. When calculating the present value, the discount rate used is the internal rate of return of the lease or, alternatively, the borrowing rate of the enterprise. Hereafter, assets held under a finance lease are treated in the same way as other similar property, plant, and equipment.

The capitalised residual lease commitment is recognised in the statement of financial position as a liability other than provisions, and the interest part of the lease is recognised in the income statement for the term of the contract.

Investments

Investments in group enterprises

Investments in group enterprises are recognised and measured by applying the equity method. The equity method is used as a method of consolidation.

Investments in group enterprises are recognised in the statement of financial position at the proportionate share of the enterprise's equity value. This value is calculated in accordance with the parent's accounting policies with deductions or additions of unrealised intercompany gains and losses as well as with additions or deductions of the remaining value of positive or negative goodwill calculated in accordance with the acquisition method. Negative goodwill is recognised in the income statement at the time of acquisition of the equity investment. If the negative goodwill relates to contingent liabilities acquired, negative goodwill is not recognised until the contingent liabilities have been settled or lapsed.

Consolidated goodwill is amortised over its estimated useful life, which is determined on the basis of the management's experience with the individual business areas. Consolidated goodwill is amortised on a straight-line basis over the amortisation period, which represent 5-20 years. The depreciation period is determined on the basis of an assessment that these are strategically acquired enterprises with a strong market position and a long-term earnings profile.

To the extent the equity exceeds the cost, the net revaluation of equity investments in group enterprises transferred to the reserve under equity for net revaluation according to the equity method. Dividends from group enterprises expected to be adopted before the approval of this annual report are not subject to a limitation of the revaluation reserve. The reserve is adjusted by other equity movements in group enterprises.

Other financial instruments

Other unlisted financial instruments are measured at cost. Write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Inventories

Inventories are measured at cost according to the FIFO method. In cases when the net realisable value of the inventories is lower than the cost, the latter is written down for impairment to this lower value.

Costs of goods for resale, raw materials, and consumables comprise acquisition costs plus delivery costs.

Costs of manufactured goods and work in progress comprise the cost of raw materials, consumables, direct wages, and indirect production costs. Indirect production costs comprise indirect materials and wages, maintenance and depreciation of machinery, factory buildings, and equipment used in the production process, and costs for factory administration and factory management. Borrowing expenses are not recognised in cost.

The net realisable value for inventories is recognised as the estimated selling price less costs of completion and selling costs. The net realisable value is determined with due consideration of negotiability, obsolescence, and the development of expected market prices.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Prepayments

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Equity

Reserve for net revaluation according to the equity method

The reserve for net revaluation according to the equity method comprises net revaluation of equity investments in subsidiaries, associates and equity interests proportional to cost.

The reserve may be eliminated in the event of losses, realisation of equity investments, or changes in the accounting estimates.

The reserve cannot be recognised by a negative amount.

Reserve for foreign currency translation

The reserve for foreign currency translation arises when translating accounting items in foreign currency.

The reserve is dissolved once the value adjustments have been applied or reversed.

The reserve is distributable.

Income tax and deferred tax

As administration company, Topcap Budweg Caliper ApS is liable to the tax authorities for the subsidiaries' corporate income taxes.

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as ”Tax receivables from group enterprises" or "Income tax payable to group enterprises"

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

Provisions

Provisions comprise expected costs of warranty commitments, loss on work in progress, restructuring, etc. Provisions are recognised when the group has a legal or actual commitment resulting from a previously occurred event and when it is probable that the settlement of the liability will result in consumption of the financial resources of the group.

Provisions are measured at net realisable value or at fair value. If the fulfilment of a liability is expected to take place far in the future, the liability is measured at fair value.

Guarantee liabilities comprise liabilities for repairs within the guarantee period of 1-5 years. Provisions for warranty commitments are measured on basis of the obtained experience with guarantee work. Provisions with an expected due date later than 1 year from the reporting date are discounted at a rate reflecting risk and maturity of the liability.

Liabilities other than provisions

Financial liabilities other than provisions related to borrowings are recognised at the received proceeds less transaction costs incurred. In subsequent periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value when using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement during the term of the loan.

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Statement of cash flows

The cash flow statement shows the cash flows for the year, divided in cash flows deriving from operating activities, investment activities and financing activities, respectively, the changes in the liabilities, and cash and cash equivalents at the beginning and the end of the year, respectively.

The effect on cash flows derived from the acquisition and sale of enterprises appears separately under cash flows from investment activities. In the statement of cash flows, cash flows derived from acquirees are recognised as of the date of acquisition, and cash flows derived from sold enterprises are recognised until the date of sale.

Cash flows from operating activities

Cash flows from operating activities are calculated as the group's share of the profit adjusted for non-cash operating items, changes in the working capital, and corporate income tax paid. Dividend income from equity investments are recognised under “Interest income and dividend received”.

Cash flows from investment activities

Cash flows from investment activities comprise payments in connection with the acquisition and sale of enterprises and activities as well as the acquisition and sale of intangible assets, property, plant, and equipment, and investments, respectively.

Cash flows from financing activities

Cash flows from financing activities include changes in the size or the composition of the group's share capital and costs attached to it, as well as raising loans, repayments of interest-bearing payables and payment of dividend to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and short-term financial instruments with a term of less than 3 months, which can easily be converted into cash and cash equivalents and are associated with an insignificant risk of value change.