

Otto International Scan- Thor ApS

Poppelvej 1
DK-7400 Herning

CVR no. 39 24 68 99

Annual report 2021/22

The annual report was presented and approved at the
Company's annual general meeting on

9 September 2022

Frederik Gottorp Thor
Chairman

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Otto International Scan-Thor ApS for the financial year 1 March 2021 – 28 February 2022.

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

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 28 February 2022 and of the results of the Company's operations for the financial year 1 March 2021 – 28 February 2022.

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.

Herning, 9 September 2022
Executive Board:

Frederik Gottorp Thor
CEO

Leif Hinge
CFO

Board of Directors:

Frederik Gottorp Thor
Chairman

Heidi Sabina Stevens
Vice-chairman

Christian Gottorp Thor
Larsen

Robert Wagner

Independent auditor's report

To the shareholders of Otto International Scan-Thor ApS

Opinion

We have audited the financial statements of Otto International Scan-Thor ApS for the financial year 1 March 2021 – 28 February 2022 comprising 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 Company's assets, liabilities and financial position at 28 February 2022 and of the results of the Company's operations for the financial year 1 March 2021 – 28 February 2022 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 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility 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 that 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made on the basis of these 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 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.

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

Aarhus, 9 September 2022

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Michael E. K. Rasmussen
State Authorised
Public Accountant
mne41364

Otto International Scan-Thor ApS
Annual report 2021/22
CVR no. 39 24 68 99

Management's review

Company details

Otto International Scan-Thor ApS
Poppelvej 1
DK-7400 Herning

Telephone: +45 96 26 50 60
Website: www.scan-thor.com

CVR no.: 39 24 68 99
Established: 12 January 2018
Registered office: Herning
Financial year: 1 March – 28 February

Board of Directors

Frederik Gottorp Thor, Chairman
Heidi Sabina Stevens, Vice-chairman
Christian Gottorp Thor Larsen
Robert Wagner

Executive Board

Frederik Gottorp Thor, CEO
Leif Hinge, CFO

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Frederiks Plads 42
DK-8000 Aarhus C
CVR no. 25 57 81 98

Management's review

Operating review

Principal activities

The Company's principal activity is to own investments in the Group's subsidiaries and act as the holding and management company of these entities.

Development in activities and financial position

The Company's income statement for 2021/22 shows a profit of DKK 17,712,404 as against a profit of DKK 8,039,032 in 2020/21. Equity in the Company's balance sheet at 28 February 2022 stood at DKK 109,624,684 as against DKK 106,812,280 at 28 February 2021.

Financial statements 1 March – 28 February

Income statement

DKK	Note	2021/22	2020/21
Gross loss		-967,782	-2,125,568
Staff costs	2	-6,810,606	-6,548,703
Operating loss		-7,778,388	-8,674,271
Income from equity investments in group entities		23,835,119	12,553,485
Other financial income		37,766	14,250
Other financial expenses		-97,267	-152,295
Profit before tax		15,997,230	3,741,169
Tax on profit for the year		1,715,174	4,297,863
Profit for the year		17,712,404	8,039,032
Proposed profit appropriation			
Proposed dividends for the year		11,900,000	14,900,000
Retained earnings		5,812,404	-6,860,968
		17,712,404	8,039,032

Financial statements 1 March – 28 February

Balance sheet

DKK	Note	<u>28/2 2022</u>	<u>28/2 2021</u>
ASSETS			
Fixed assets			
Investments			
Equity investments in group entities	3	<u>100,142,960</u>	<u>100,142,959</u>
Total fixed assets		<u>100,142,960</u>	<u>100,142,959</u>
Current assets			
Receivables			
Trade receivables		134,826	39,165
Receivables from group entities		2,413,658	206,676
Other receivables		0	125,878
Deferred tax asset		<u>5,915,113</u>	<u>5,905,911</u>
		<u>8,463,597</u>	<u>6,277,630</u>
Cash at bank and in hand		<u>3,587,407</u>	<u>5,159,249</u>
Total current assets		<u>12,051,004</u>	<u>11,436,879</u>
TOTAL ASSETS		<u><u>112,193,964</u></u>	<u><u>111,579,838</u></u>

Financial statements 1 March – 28 February

Balance sheet

DKK	Note	<u>28/2 2022</u>	<u>28/2 2021</u>
EQUITY AND LIABILITIES			
Equity			
Contributed capital		134,460	134,460
Retained earnings		97,590,224	91,777,820
Proposed dividends for the financial year		<u>11,900,000</u>	<u>14,900,000</u>
Total equity		<u>109,624,684</u>	<u>106,812,280</u>
Provisions			
Other provisions		<u>450,000</u>	<u>0</u>
Total provisions		<u>450,000</u>	<u>0</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		102,195	137,715
Payables to group entities		157,510	3,474,512
Other payables		<u>1,859,575</u>	<u>1,155,331</u>
		<u>2,119,280</u>	<u>4,767,558</u>
Total liabilities other than provisions		<u>2,119,280</u>	<u>4,767,558</u>
TOTAL EQUITY AND LIABILITIES		<u><u>112,193,964</u></u>	<u><u>111,579,838</u></u>
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Financial statements 1 March – 28 February

Statement of changes in equity

DKK	Contributed capital	Retained earnings	Proposed dividends for the financial year	Total
Equity at 1 March 2021	134,460	91,777,820	14,900,000	106,812,280
Ordinary dividends paid	0	0	-14,900,000	-14,900,000
Transferred over the profit appropriation	0	5,812,404	11,900,000	17,712,404
Equity at 28 February 2022	134,460	97,590,224	11,900,000	109,624,684

Financial statements 1 March – 28 February

Notes

1 Accounting policies

The annual report of Otto International Scan-Thor ApS for 2021/22 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in of specific provisions for reporting class C.

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

Omission of consolidated financial statements

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Otto International Scan-Thor ApS and group entities are included in the consolidated financial statements of Otto (GmbH & Co KG), Germany.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates 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, payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

Upon recognition of foreign subsidiaries and associates that are independent entities, the income statements are translated into Danish kroner at average exchange rates for the month, and balance sheet items are translated at the exchange rates at the balance sheet date. Foreign exchange differences arising upon translation of foreign subsidiaries' opening equity and results at the exchange rates at the balance sheet date are recognised directly in equity.

Foreign exchange adjustments of balances with independent foreign subsidiaries considered part of the total investment in the subsidiary are recognised directly in equity. Similarly, foreign exchange gains and losses on loans and derivative financial instruments taken out for the purpose of hedging investments in foreign subsidiaries are recognised directly in equity.

Upon recognition of foreign subsidiaries that are integrated entities, monetary items are translated at the exchange rates at the balance sheet date. Non-monetary items are translated at the exchange rates at the date of acquisition or the date of subsequent revaluations of the asset. Income statement items are translated at the exchange rates at the transaction date, whereas items derived from non-monetary items are translated at historical exchange rates for the non-monetary item.

Income statement

Gross profit/loss

Pursuant to section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit/loss.

Financial statements 1 March – 28 February

Notes

1 Accounting policies (continued)

Revenue

Income from sourcing, comprising commission from group entities and third parties for quality control performed, is recognised in revenue when the Company has performed the work relating to sourcing based on the individual contracts and the income may be measured reliably and is expected to be received.

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

Other operating income

Other operating income comprises items secondary to the activities of the entity, including gains on the disposal of intangible assets and property, plant and equipment.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Income from equity investments in group entities

Dividends from equity investments measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on profit/loss for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

Financial statements 1 March – 28 February

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1 Accounting policies (continued)

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Equity investments in group entities

Equity investments in group entities are measured at cost price plus or minus unrealised intra-group gains or losses and plus or minus the residual value of positive and negative goodwill calculated in accordance with the acquisition method. If cost exceeds net realisable value, write-down is made to this lower value.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for 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 value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; 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. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with 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. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Financial statements 1 March – 28 February

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1 Accounting policies (continued)

Equity

Dividends

The expected dividend payment for the year is disclosed as a separate item under equity.

Provisions

Provisions are recognised when, as a result of past events, the Company has a legal or a constructive obligation, and it is probable that there may be outflow of resources embodying economic benefits to settle the obligation. Provisions are measured at the value in use.

Liabilities other than provisions

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Other liabilities are measured at net realisable value.

2 Staff costs

DKK	2021/22	2020/21
Wages and salaries	6,669,457	6,451,914
Other social security costs	141,149	96,177
Other staff costs	0	612
	<u>6,810,606</u>	<u>6,548,703</u>
Average number of full-time employees	<u>6</u>	<u>7</u>

3 Investments in group entities

Additions for the year	<u>100,142,960</u>
Cost at 28 February 2022	<u>100,142,960</u>
Carrying amount at 28 February 2022	<u><u>100,142,960</u></u>

Financial statements 1 March – 28 February

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4 Contractual obligations, contingencies, etc.

Contingent liabilities

The Group's Danish entities are jointly and severally liable for tax on the Group's jointly taxed income and for certain withholding taxes, such as dividend tax and royalty tax.

Any subsequent corrections of the taxable income subject to joint taxation or withholding taxes on dividends, etc. may entail an increase in the entities' liability. The Group as a whole is not liable to any other parties.

The entity has issued a letter of support towards its subsidiary in Africa, in which it is confirmed that the entity will provide sufficient financial support to the Company in order for it to meet any obligations as they fall due for a period of at least 12 months from the balance sheet date.

Operating lease obligations

Remaining operating lease obligations at the balance sheet date at the amount of DKK 753 thousand fall due within three years.

5 Related party disclosures

Control

Otto International GmbH, Werner-Otto-Strasse 1-7, 179 Hamburg.

SCAN-THOR GROUP A/S holds 50% of the contributed capital in the Company.

Otto International GmbH holds 50% of the contributed capital in the Company and holds the controlling vote.

Otto International Scan-Thor ApS is part of the consolidated financial statements of Otto (GmbH & Co KG), Germany, which is the smallest and largest group, respectively, in which the Company is included as a subsidiary.