

# NA International A/S

Ormhøjgårdvej 9, 8700 Horsens

CVR no. 39 88 01 56

## Annual report 2022/23

Approved at the Company's annual general meeting on 7 July 2023

Chair of the meeting:

.....  
Mikkel Krogslund Andersen

## Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 May 2022 - 30 April 2023	6
Income statement	6
Balance sheet	7
Statement of changes in equity	8
Notes to the financial statements	9

## 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 NA International A/S for the financial year 1 May 2022 - 30 April 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 30 April 2023 and of the results of the Company's operations for the financial year 1 May 2022 - 30 April 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.

Horsens, 7 July 2023  
Executive Board:

.....  
Klavs T. Pedersen

Board of Directors:

.....  
Mikkel Kroghslund Andersen  
Chairman

.....  
Klavs T. Pedersen

.....  
Morten Bøgetoft Thomsen

## Independent auditor's report

To the shareholders of NA International A/S

### Opinion

We have audited the financial statements of NA International A/S for the financial year 1 May 2022 - 30 April 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 30 April 2023 and of the results of the Company's operations for the financial year 1 May 2022 - 30 April 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.

Odense, 7 July 2023  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Henrik Carstensen  
State Authorised Public Accountant  
mne47765

## Management's review

### Company details

Name	NA International A/S
Address, Postal code, City	Ormhøjgårdvej 9, 8700 Horsens
CVR no.	39 88 01 56
Established	21 September 2018
Financial year	1 May 2022 - 30 April 2023
Board of Directors	Mikkel Kroghslund Andersen, Chairman Klavs T. Pedersen Morten Bøgetoft Thomsen
Executive Board	Klavs T. Pedersen
Auditors	EY Godkendt Revisionspartnerselskab Cortex Park Vest 3, 5230 Odense M, Denmark

### Management commentary

#### Business review

The Company's main activities is to own shares in subsidiaries in the Nissens group and to provide management services to the subsidiaries.

#### Financial review

The income statement for 2022/23 shows a loss of DKK 475 thousand against a profit of DKK 169,127 thousand last year, and the balance sheet at 30 April 2023 shows equity of DKK 1,172,724 thousand.

Management regards the result of NA International A/S for the financial year 2022/23 as satisfactory.

#### 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 May 2022 - 30 April 2023

### Income statement

Note	DKK'000	2022/23	2021/22
	Gross profit	3,025	10,117
2	Staff costs	-3,104	-8,983
	Profit/loss before net financials	-79	1,134
	Income from investments in group enterprises	1,319	170,813
3	Financial income	1,991	950
4	Financial expenses	-4,212	-3,659
	Profit/loss before tax	-981	169,238
5	Tax for the year	506	-111
	Profit/loss for the year	-475	169,127
	Recommended appropriation of profit/loss		
	Extraordinary dividend distributed in the year	0	110,000
	Retained earnings/accumulated loss	-475	59,127
		-475	169,127

## Financial statements 1 May 2022 - 30 April 2023

### Balance sheet

Note	DKK'000	2022/23	2021/22
	ASSETS		
	Fixed assets		
6	Investments		
	Investments in group enterprises	1,242,754	1,242,754
		<u>1,242,754</u>	<u>1,242,754</u>
	Total fixed assets	<u>1,242,754</u>	<u>1,242,754</u>
	Non-fixed assets		
	Receivables		
7	Receivables from group enterprises	45,642	31,154
	Corporation tax receivable	565	134
	Other receivables	19	0
		<u>46,226</u>	<u>31,288</u>
	Cash	335	54
	Total non-fixed assets	<u>46,561</u>	<u>31,342</u>
	TOTAL ASSETS	<u>1,289,315</u>	<u>1,274,096</u>
	EQUITY AND LIABILITIES		
	Equity		
8	Share capital	1,000	1,000
	Retained earnings	1,171,724	1,172,199
	Dividend proposed	0	0
	Total equity	<u>1,172,724</u>	<u>1,173,199</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	0	19
	Payables to group enterprises	116,182	98,017
	Other payables	409	2,861
		<u>116,591</u>	<u>100,897</u>
	Total liabilities other than provisions	<u>116,591</u>	<u>100,897</u>
	TOTAL EQUITY AND LIABILITIES	<u>1,289,315</u>	<u>1,274,096</u>

- 1 Accounting policies  
9 Contractual obligations and contingencies, etc.  
10 Related parties



## Financial statements 1 May 2022 - 30 April 2023

### Statement of changes in equity

DKK'000	Share capital	Retained earnings	Dividend proposed	Total
Equity at 1 May 2021	1,000	1,113,072	50,000	1,164,072
Transfer through appropriation of profit	0	169,127	0	169,127
Dividend distributed	0	0	-50,000	-50,000
Proposed extraordinary dividend recognised under equity	0	-110,000	0	-110,000
Equity at 1 May 2022	1,000	1,172,199	0	1,173,199
Transfer through appropriation of loss	0	-475	0	-475
Equity at 30 April 2023	1,000	1,171,724	0	1,172,724

## Financial statements 1 May 2022 - 30 April 2023

### Notes to the financial statements

#### 1 Accounting policies

The annual report of NA International A/S for 2022/23 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.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

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

##### Gross profit

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

##### Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

##### Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

##### Staff costs

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

##### Profit/loss from investments in group entities

Dividend from subsidiaries are recognized as income in the income statement when adopted at the General Meeting of the subsidiaries. However, dividends relating to earnings in the subsidiary before it was acquired by the parent company are set off against the cost of the subsidiaries.

## Financial statements 1 May 2022 - 30 April 2023

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Financial income and expenses

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

##### Tax

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 Company and its Danish group entities are jointly taxed. 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

##### Investments

Investments in subsidiaries are measured at cost price. Where cost exceeds the recoverable amount, write-down is made to this lower value.

##### Investments in group entities

Equity investments in group entities are measured according to the equity method.

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

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

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

Dividend received is deducted from the carrying amount.

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

##### Impairment of fixed assets

The carrying amount of 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).

## Financial statements 1 May 2022 - 30 April 2023

### Notes to the financial statements

#### 1 Accounting policies (continued)

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

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

#### 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. 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 and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

#### Equity

##### *Proposed dividends*

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

#### 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.

## Financial statements 1 May 2022 - 30 April 2023

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### 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.

DKK'000	<u>2022/23</u>	<u>2021/22</u>
2 Staff costs		
Wages/salaries	3,074	8,964
Other social security costs	30	19
	<u>3,104</u>	<u>8,983</u>
Average number of full-time employees	<u>3</u>	<u>3</u>
3 Financial income		
Interest receivable, group entities	1,984	783
Exchange adjustments	4	167
Other financial income	3	0
	<u>1,991</u>	<u>950</u>
4 Financial expenses		
Interest expenses, group entities	4,212	3,649
Other interest expenses	0	10
	<u>4,212</u>	<u>3,659</u>
5 Tax for the year		
Estimated tax charge for the year	-506	-134
Deferred tax adjustments in the year	0	245
	<u>-506</u>	<u>111</u>

## Financial statements 1 May 2022 - 30 April 2023

### Notes to the financial statements

#### 6 Investments

DKK'000	Investments in group enterprises
Cost at 1 May 2022	1,242,754
Cost at 30 April 2023	1,242,754
Carrying amount at 30 April 2023	1,242,754

#### Group entities

Name	Legal form	Domicile	Interest	Equity DKK'000	Profit/loss DKK'000
Nissens Automotive A/S	A/S	Denmark	100.00%	182,364	8,315
Nissens UK Ltd	Ltd	England	100.00%	7,756	1,642
Nissen France EURL	EURL	France	100.00%	11,361	1,556
Nissens Iberia	S.A.	Spain	100.00%	8,403	2,095
Nissens Sverige A.B	A.B	Sweden	100.00%	1,968	187
Nissens Schweiz A.G.	A.G	Switzerland	100.00%	3,444	119
Nissens Portugal LDA	Lda.	Portugal	100.00%	1,273	44
Chlodnice Nissens Polska Sp.zo.o	Sp. Z o.o	Poland	100.00%	14,258	6,256
Nissens Belgium S.A.	S.A	Belgium	100.00%	5,436	39
Nissens Hungaria Jarmuhuto Kft	Ktf.	Hungary	100.00%	2,701	587
Nissens Italia S.R.L.	S.r.l	Italy	100.00%	5,731	1,236
Nissens Finland OY	OY	Finland	100.00%	2,053	175
Nissens North America Inc.	Inc.	USA	100.00%	28,639	2,186
Nissens Ukraine Ltd	Ltd	Ukraine	100.00%	-6,230	-2,151
Nissens Deutschland GmbH	GmbH	Germany	100.00%	12,153	2,770
Nissens Automotive SK S.R.O	S.r.o.	Slovakia	100.00%	30,165	7,682
AVA Benelux BV	BV	Netherland	100.00%	56,391	7,527
AVA CEE Sp. z o.o.	Sp. Z o.o	Poland	100.00%	21,181	8,222
AVA Cooling UK Ltd	Ltd	England	100.00%	6,661	0
AVA Cooling France	SAS	France	100.00%	13,454	826
Selskabet af 29. April 2021 A/S	A/S	Denmark	100.00%	525	-39
Nissens Automotive Service A/S	A/S	Denmark	100.00%	8,001	2,769
NA Properties ApS	ApS	Denmark	100.00%	6,075	1,667
Anpartsselskabet af 10. Maj 2021	ApS	Denmark	100.00%	516	-470

#### 7 Receivables from group enterprises

Out of the Company's total receivables, receivables totalling DKK 0 fall due for payment after more than one year after the balance sheet date.

#### 8 Share capital

The Company's share capital has remained DKK 1,000 thousand over the past 5 years.

## Financial statements 1 May 2022 - 30 April 2023

### Notes to the financial statements

#### 9 Contractual obligations and contingencies, etc.

The company is jointly taxed with its parent company, AX V Nissens III ApS (management company), and is jointly and severally liable with the other jointly taxed entities for the payment of income taxes as well as withholding taxes on interest, royalties and dividends.

The Company is jointly VAT registered with its subsidiary, Nissens Automotive A/S, and is jointly and severally liable for joint VAT registration.

The Company is liable for credit facilities in AX V Group of DKK 200.000 thousand.

Shares in Nissens Automotive A/S carrying amount DKK 1,100,000 thousand have been pledged as security for credit facilities.

Rent liabilities and payments under operating leases concerning cars to DKK 140 thousand (30 April 2022 DKK 286 thousand). The remaining terms are 0-1 year

#### 10 Related parties

NA International A/S' related parties comprise the following:

##### Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
K. Nissen International A/S	Horsens, Denmark	Shareholdings (direct)
AX V Nissens ApS	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens I ApS	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens II ApS	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens III ApS	Horsens, Denmark	Shareholdings (indirect)

##### Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Ultimate: AX V Nissens III ApS	Horsens, Denmark	www.cvr.dk
Immediate: K. Nissen International A/S	Horsens, Denmark	www.cvr.dk