Carsoe Holdco A/S

Mineralvej 6, DK-9220 Aalborg Øst

Annual Report for 2023

CVR No. 39 89 43 27

The Annual Report was presented and adopted at the Annual General Meeting of the company on 27/6 2024

Casper Villadsen
Chairman of the general meeting

Contents

Management's statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Carsoe Holdco A/S for the financial year 1 January - 31 December 2023.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2023 of the Company and of the results of the Company operations for 2023.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Aalborg Øst, 27 June 2024

Executive Board

Hugo Holst Dissing
CEO

Board of Directors

Denis Viet-Jacobsen Chairman	Hugo Holst Dissing	Michael Pontoppidan Frost

Independent Auditor's report

To the shareholder of Carsoe Holdco A/S

Opinion

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

We have audited the Financial Statements of Carsoe Holdco A/S for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies (”the Financial Statements”).

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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the 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 Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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.

Independent Auditor's report

Auditor’s responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about 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 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 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 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.

Hellerup, 27 June 2024

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Jacob F Christiansen	Daniel Mogensen
State Authorised Public Accountant	State Authorised Public Accountant
mne18628	mne45831

Management's review

Key activities

The Company's activity is to carry on, directly or via shareholdings in other companies, trade, industry and investment activities and any other activities which are related thereto.

Development in the year

The income statement of the Company for 2023 shows a loss of TDKK 13,818, and at 31 December 2023 the balance sheet of the Company shows a positive equity of TDKK 342,523.

Subsequent events

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

Income statement 1 January - 31 December

	Note	2023	2021/22
		TDKK 12 months	TDKK 15 months
Gross profit		**715**	**257**
Staff expenses	1	-1,858	-2,323
Profit/loss before financial income and expenses		**-1,143**	**-2,066**
Income from investments in subsidiaries		-3,400	-109,609
Financial income	2	2,571	1,283
Financial expenses	3	-14,783	-11,371
Profit/loss before tax		**-16,755**	**-121,763**
Tax on profit/loss for the year	4	2,937	2,475
Net profit/loss for the year		**-13,818**	**-119,288**

Distribution of profit

	2023	2021/22
	TDKK	TDKK
Proposed distribution of profit		
Retained earnings	-13,818	-119,288
	-13,818	**-119,288**

Balance sheet 31 December

Assets

	Note	2023	2021/22
		TDKK	TDKK
Investments in subsidiaries	5	541,711	639,660
Fixed asset investments		**541,711**	**639,660**
Fixed assets		**541,711**	**639,660**
Receivables from group enterprises		31,838	32,326
Other receivables	6	12,621	14,541
Deferred tax asset	7	10,709	7,274
Corporation tax receivable from group enterprises		923	411
Receivables		**56,091**	**54,552**
Cash at bank and in hand		**93**	**50,463**
Current assets		**56,184**	**105,015**
Assets		**597,895**	**744,675**

Balance sheet 31 December

Liabilities and equity

	Note	2023	2021/22
		TDKK	TDKK
Share capital		25,427	25,427
Reserve for hedging transactions		887	2,649
Retained earnings		316,209	334,187
Equity		**342,523**	**362,263**
Credit institutions		103,682	97,682
Long-term debt	8	**103,682**	**97,682**
Credit institutions	8	30,000	100,398
Trade payables		1,067	33
Payables to group enterprises		120,439	181,541
Other payables		184	2,758
Short-term debt		**151,690**	**284,730**
Debt		**255,372**	**382,412**
Liabilities and equity		**597,895**	**744,675**
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Statement of changes in equity

	Share capital	Reserve for hedging transactions	Retained earnings	Total
	TDKK	TDKK	TDKK	TDKK
Equity at 1 January	25,427	2,649	334,187	362,263
Exchange adjustments	0	0	-4,160	-4,160
Fair value adjustment of hedging instruments, beginning of year	0	-3,395	0	-3,395
Fair value adjustment of hedging instruments, end of year	0	1,135	0	1,135
Tax on adjustment of hedging instruments for the year	0	498	0	498
Net profit/loss for the year	0	0	-13,818	-13,818
Equity at 31 December	**25,427**	**887**	**316,209**	**342,523**

Notes to the Financial Statements

1. Staff Expenses

	2023 TDKK 12 months	2021/22 TDKK 15 months
Wages and salaries	1,858	2,133
Pensions	0	186
Other social security expenses	0	4
	1,858	**2,323**
Average number of employees	**1**	**1**

2. Financial income

	2023 TDKK 12 months	2021/22 TDKK 15 months
Interest received from group enterprises	2,153	1,279
Other financial income	418	4
	2,571	**1,283**

3. Financial expenses

	2023 TDKK 12 months	2021/22 TDKK 15 months
Interest paid to group enterprises	6,282	1,307
Other financial expenses	8,501	10,064
	14,783	**11,371**

		2023	2021/22
		TDKK 12 months	TDKK 15 months
4.	**Income tax expense**		
	Current tax for the year	-498	369
	Deferred tax for the year	-2,937	-2,064
		-3,435	**-1,695**
	thus distributed:		
	Income tax expense	-2,937	-2,475
	Tax on equity movements	-498	780
		-3,435	**-1,695**

Notes to the Financial Statements

	2023	2021/22
	TDKK	TDKK
5. Investments in subsidiaries		
Cost at 1 January	826,397	420,727
Additions for the year	1,762	405,670
Cost at 31 December	828,159	826,397
Value adjustments at 1 January	-186,737	-82,859
Exchange adjustment	-4,159	5,731
Net profit/loss for the year	35,652	-12,631
Other equity movements, net	-92,151	0
Amortisation of goodwill	-39,053	-46,379
Change in intercompany profit	0	-42,933
Other adjustments	0	-7,666
Value adjustments at 31 December	-286,448	-186,737
Carrying amount at 31 December	**541,711**	**639,660**

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership
Carsoe ApS	Aalborg Øst	583.735	100%
Carsoe Seafood ApS	Aalborg Øst	40.001	100%
Carsoe PE1 ApS	Aalborg Øst	40.000	100%
Qupaq ApS	Brønderslev	501.000	100%

Notes to the Financial Statements

	2023	2021/22
	TDKK	TDKK

6. Derivative financial instruments

Derivative financial instruments contracts in the form of interest rate swaps have been concluded. At the balance sheet date, the fair value of derivative financial instruments amounts to:

	2023	2021/22
Assets	1,136	3,395

Derivative financial instruments comprise an interest swap measured at fair value which amounts to a positive DKK 1,136k. The interest swap has a principal of DKK 100,000k and matures in 1 year. A fixed interest of negative 0.1 % is paid and variable interest which follow the interest index "DKK-CIBOR2-CiBOR" is received. The interest rate swap meets the conditions for being treated as hedge accounting, why the fair value adjustment is recognised directly on equity. The fair value amount is based on a market value report from Jyske Bank

	2023	2021/22
	TDKK	TDKK

7. Deferred tax asset

	2023	2021/22
Deferred tax asset at 1 January	7,274	5,990
Amounts recognised in the income statement for the year	2,937	2,064
Amounts recognised in equity for the year	498	-780
Deferred tax asset at 31 December	**10,709**	**7,274**

Notes to the Financial Statements

8. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	2023	2021/22
	TDKK	TDKK
Credit institutions		
After 5 years	0	0
Between 1 and 5 years	103,682	97,682
Long-term part	103,682	97,682
Within 1 year	30,000	100,398
	133,682	**198,080**

9. Contingent assets, liabilities and other financial obligations

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Carsoe Group A/S, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

10. Related parties and disclosure of consolidated financial statements

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company of the largest and smallest group:

Name	Place of registered office
Carsoe Group A/S	Aalborg

Notes to the Financial Statements

11. Accounting policies

The Annual Report of Carsoe Holdco A/S for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2023 are presented in TDKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements for 2023 of Carsoe Group A/S, the Company has not prepared consolidated financial statements.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Derivative financial instruments

Derivative financial instruments are initially recognised in the balance sheet at cost and are subsequently remeasured at their fair values. Positive and negative fair values of derivative financial instruments are classified as ”Other receivables” and ”Other payables”, respectively.

Changes in the fair values of derivative financial instruments are recognised in the income statement unless the derivative financial instrument is designated and qualify as hedge accounting.

Hedge accounting

Changes in the fair values of financial instruments that are designated and qualify as fair value hedges of a recognised asset or a recognised liability are recognised in the income statement as are any changes in the fair value of the hedged asset or the hedged liability related to the hedged risk.

Changes in the fair values of derivative financial instruments that are designated and qualify as hedges of expected future transactions are recognised in the fair value reserve under equity as regards the effective portion of the hedge. The ineffective portion is recognised in the income statement. If the hedged transaction results in an asset or a liability, the amount deferred in equity is transferred from equity and recognised in the cost of the asset or the liability, respectively. If the hedged transaction results in an income or an expense, the amount deferred in equity is transferred from equity to the income statement in the period in which the hedged transaction is recognised. The amount is recognised in the same item as the hedged transaction.

Changes in the fair values of financial instruments that are designated and qualify as hedges of net investments in independent foreign subsidiaries or associates are recognised directly in equity as regards the effective portion of the hedge, whereas the ineffective portion is recognised in the income statement.

Notes to the Financial Statements

Income statement

Revenue

Services are recognised at the rate of completion of the service to which the contract relates by using the percentage-of-completion method, which means that revenue equals the selling price of the service completed for the year. This method is applied when total revenues and expenses in respect of the service and the stage of completion at the balance sheet date can be measured reliably, and it is probable that the economic benefits, including payments, will flow to the Company. The stage of completion is determined on the basis of the ratio between the expenses incurred and the total expected expenses of the service.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Other external expenses

Other external expenses comprise expenses for premises, sales as well as office expenses, etc.

Gross profit

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue and other external expenses.

Staff expenses

Staff costs include wages and salaries including compensated absence and pensions as well as other social security contributions etc. made to the entity's employees.

Income from investments in subsidiaries

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with Carsoe Group A/S. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item “Investments in subsidiaries” in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial liabilities

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.