

Scandza Danmark ApS

Ahornvej 1, 4780 Stege, Denmark

Registration no. 40 07 46 43

Annual report 2018

For the period 6. December - 31 December 2018

The annual report has been presented and approved at the Company's annual general meeting on 28 June 2019

Chairman

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Statement by the Executive Board

The Executive Board have today discussed and approved the annual report of Scandza Danmark ApS for the financial year 6 December 2018 – 31 December 2018.

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

It is our opinion that the financial statements give a true and fair view of the Company's financial position at 31 December 2018 and of the results of the Company's operations for the financial year 6 December 2018 – 31 December 2018.

In our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

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

Stege, 28 June 2019

Executive Board


Lars Ivar Trettetov
CEO

Independent auditor's report

To the shareholders of Scandza Danmark ApS

Opinion

We have audited the financial statements of Scandza Danmark ApS for the financial year 6 December 2018 – 31 December 2018 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 31 December 2018 and of the results of the Company's operations for the financial year 6 December 2018 – 31 December 2018 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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.
- 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 28 June 2019

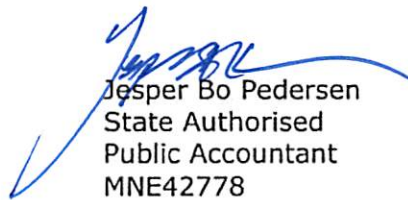
KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98



David Olafsson
State Authorised
Public Accountant
MNE19737



Jesper Bo Pedersen
State Authorised
Public Accountant
MNE42778

The Company

Scandza Danmark ApS
Ahornvej 1
DK-4780 Stege

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Registration no.: 40 07 46 43
Established: 6 December 2018
Registered office: Stege, Vordingborg
Financial year: 1 January –
31 December

Executive Board

Lars Ivar Tretteteig
CEO

Auditor

KPMG P/S
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø

Annual general meeting

The annual general meeting is to be held
on 28 June 2019 at the Company's address.

Management's review

Scandza Danmark ApS' activities

The company's main activity is to conduct investment activities through ownership of companies within the food industry.

Events during the year

Deficit for the year amounted to TDKK 25. This year was the company's first accounting year.

Financial review

The annual report of Scandza Danmark ApS has been prepared in accordance with the provisions applying to reporting class b under the Danish Financial Statement Act.

Scandza Danmark ApS acquired 100 % of the shares in Bisca A/S and Bodylap ApS for a total cost price of DKK 761,841 thousand on 21 December 2018. Management prepare an impairment test as at 31 December 2018 including estimations on future financial information, which is by nature associated with uncertainty. The Management assessed to use a growth-rate of 1.75 % and a wacc of 7.4 % to assess the value of the shares in Bisca A/S and Bodylap ApS.

Equity amounted to TDKK 25.

Short-term payables to Scandza AS amounted to 761,841 thousand. Time of repayment has not been agreed, but Scandza AS confirmed in the letter of support, that they support Scandza Danmark ApS for at least the following 12 months from 25 June 2019.

Events after the balance sheet date

No events have occurred after the balance sheet date, which materially affects the assessment of the financial position.

Ownership

The Company is wholly-owned by Scandza AS, Oslo, Norway (org. no. 892683042). The Company's share capital is not divided into different classes of shares.

Income statement

Note	DKK'000	6 December - 31 December 2018
Other External costs		<u>25</u>
Operating profit		<u>(25)</u>
Profit for the year		<u>(25)</u>
Proposed distribution of profit		
Transferred result		<u>(25)</u>
		<u>(25)</u>

Balance sheet at 31 December

Note	DKK'000	2018
	ASSETS	
	Fixed assets	
	Investments	
2	Investments in subsidiaries	761.841
	Total investments	761.841
	Total fixed assets	761.841
	Current assets	
	Cash and cash equivalents	50
	Total current assets	50
	Total ASSETS	761.891

Balance sheet at 31 December

Note	DKK'000	2018
EQUITY AND LIABILITIES		
Equity		
	Share capital	50
	Retained earnings	(25)
	Equity	25
Current liabilities		
	Payables to group enterprises	761.841
	Other payables	25
	Current liabilities	761.866
	Total liabilities other than provisions	761.866
	Total EQUITY AND LIABILITIES	761.891

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total equity
Equity at 1 January 2018	0	0	0
Cash paid by foundation	50	0	50
Transferred over the profit appropriation	0	-25	-25
Equity at 31 December 2018	50	-25	25

The share capital consists of 50,000 shares of DKK 1 each. No shares have special rights.

Scandza Danmark ApS has lost 50 % of the share capital and received a letter of support from Scandza AS. Scandza AS confirmed in the letter of support, that they support Scandza Danmark ApS for at least the following 12 months from 25 June 2019.

Notes to the financial statements

1 Accounting policies

The annual report of Scandza Danmark ApS for 2018 has been prepared in accordance with the provisions applying to Reporting class B under the Danish Financial Statements Act.

This is the company's first accounting year.

Pursuant to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Scandza Danmark ApS and group entities are included in the consolidated financial statements of Jordanes AS, Oslo, Norway (org. no. 920355285).

Foreign exchange

Transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Gains and losses arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Income statement

Other external costs

Other external costs include cost for administration.

Financial income and expenses

Financial income and expenses comprise interest income and expense, 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

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

Balance sheet

Investments

Investments in group enterprises are measured at cost price. Received dividends that exceed the accumulated earnings of the affiliated company during the ownership period are treated as a reduction of the cost price. The equity investments are written down to recoverable amount if this is lower than the carrying amount.

Receivables

Receivables are measured at amortised cost. If there is objective evidence of impairment the receivable is written down. Write-downs are made individually.

The write-downs are recognised in the income statement under administrative expenses.

Equity – dividends

The expected dividend payment for the year is disclosed as a separate item under equity. Dividends are recognised as a liability at the date when they are approved at the annual general meeting.

Cash and cash equivalents

Cash and cash equivalents include cash and bank deposits.

Other payables

Other payables include is measured at amortized cost, which usually corresponds to nominal value.

Notes to the financial statements

DKK'000

2 Investments in subsidiaries

Name and home	Ownership	Equity value in subsidiaries	Result in subsidiaries
Bisca A/S, Stege	100%	258.339	13.616
Bodylab ApS, Hadsund	100%	43.539	208

3 Collateral and contingent liabilities

The company is part of a Danish joint taxation as a management company for the subsidiaries. The company is therefore liable in accordance with the rules of the Danish Companies Tax Act for income taxes, etc. for the jointly taxed companies and also for any obligations to contain withholding tax on interest, royalties and dividends for the jointly taxed companies.

4 Collateral and contingent liabilities

Parties exercising control:

Scandza AS, Oslo, Norway (org. Nr. 892683042) wholly-owns the share capital in the company.

Scandza AS is included in the consolidated Financial Statement for Jordanes AS (org. Nr. 920 355 285),

The consolidated financial statements are available at Jordanes AS, Oslo, Norway. Org. Nr. 920 355 285 from which it can be requested.