

Scandza Danmark ApS

Ahornvej 1
4780 Stege

CVR no. 40 07 46 43

Annual report 2019

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

14 September 2020

Jørgen Gran
chairman

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Statement by the Executive Board

The Executive Board has today discussed and approved the annual report of Scandza Danmark ApS for the financial year 1 January – 31 December 2019.

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

In my opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January – 31 December 2019.

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

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

Stege, Vordingborg, 14 September 2020
Executive Board:


Jonas Peter Magnusson



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 1 January – 31 December 2019 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 2019 and of the results of the Company's operations for the financial year 1 January – 31 December 2019 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 rules and 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



Independent auditor's report

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

Copenhagen, 14 September 2020

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

David Olafsson
State Authorised
Public Accountant
mne19737

Jesper Bo Pedersen
State Authorised
Public Accountant
mne42778

Scandza Danmark ApS
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Management's review

Company details

Scandza Danmark ApS
Ahornvej 1
4780 Stege

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

Executive Board

Jonas Peter Magnusson

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfaergevej 28
DK-2100 Copenhagen

Management's review

Operating review

Principal activities

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

Development in activities and financial position

The Company's income statement for 2019 shows a loss of DKK 46,626 thousand as against a loss of DKK 25 thousand in 2018. Equity in the Company's balance sheet at 31 December 2019 stood at DKK -46,601 thousand as against DKK 25 thousand at 31 December 2018.

Events after the balance sheet date

In early 2020, an outbreak of the coronavirus COVID-19 affected large parts of the world. The COVID-19 outbreak occurred during 2020 and did not exist on the balance sheet date at 31 December 2019. The effect of the virus outbreak is considered a nonadjusting subsequent event and thus does not affect the financial reporting for the financial year ended 31 December 2019. No events have occurred after the balance sheet date which materially affects the assessment of the financial position.

The Company's Management is not aware of any other significant events that occurred after the balance sheet date.

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2019	6/12-31/12 2018
Other external costs		<u>-49</u>	<u>-25</u>
Gross loss		<u>-49</u>	<u>-25</u>
Operating loss		<u>-49</u>	<u>-25</u>
Financial expenses	3	<u>-46,577</u>	<u>0</u>
Loss for the year		<u>-46,626</u>	<u>-25</u>
Proposed distribution of loss			
Retained earnings		<u>-46,626</u>	<u>-25</u>
		<u>-46,626</u>	<u>-25</u>

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2019	2018
ASSETS			
Fixed assets			
Investments			
Equity investments in group entities	4	<u>761,841</u>	<u>761,841</u>
Total fixed assets		<u>761,841</u>	<u>761,841</u>
Current assets			
Receivables			
Other receivables		<u>50</u>	<u>50</u>
Total current assets		<u>50</u>	<u>50</u>
TOTAL ASSETS		<u><u>761,891</u></u>	<u><u>761,891</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2019	2018
EQUITY AND LIABILITIES			
Equity			
Contributed capital		50	50
Retained earnings		-46,651	-25
Total equity		<u>-46,601</u>	<u>25</u>
Liabilities			
Current liabilities			
Payables to group entities		808,459	761,841
Other payables		33	25
Total liabilities		<u>808,492</u>	<u>761,866</u>
TOTAL EQUITY AND LIABILITIES		<u>761,891</u>	<u>761,891</u>
Disclosure of material uncertainties regarding going concern	2		
Contractual obligations, contingencies, etc.	5		
Related party disclosures	6		

Financial statements 1 January – 31 December

Statement of changes in equity

DKK'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2019	50	-25	25
Transferred over the distribution of loss	0	-46,626	-46,626
Equity at 31 December 2019	50	-46,651	-46,601

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Scandza Danmark ApS for 2019 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

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 Scandza Danmark ApS and group entities are included in the consolidated financial statements of Jordanes AS, Oslo, Norway (org. no. 920355285).

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.

Income statement

Other external costs

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

Financial expenses

Financial expenses comprise interest expense, payables and transactions denominated in foreign currencies as well as surcharges and refunds under the on-account tax scheme, etc.

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

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Tax on 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.

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. In case of indication of impairment, an impairment test is conducted. When the cost exceeds the recoverable amount, write-down is made to this lower value.

Liabilities

Other liabilities are measured at net realisable value.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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.

Receivables with no objective indication of individual impairment are assessed for objective indication of impairment on a portfolio basis. The portfolios are primarily based on the debtors' registered offices and credit rating in accordance with the Company's credit risk management policy. The objective indicators used in relation to portfolios are determined on the basis of historical loss experience.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast 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.

Financial statements 1 January – 31 December

Notes

2 Disclosure of material uncertainties regarding going concern

Scandza Danmark ApS has lost its contributed 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 August 2020

3 Financial expenses

DKK'000	2019	6/12-31/12 2018
Interest expense to group entities	38,394	0
Exchange losses	8,183	0
	<u>46,577</u>	<u>0</u>

4 Investments

Name/legal form	Registered office	Ownership	Equity	Profit/loss for the year
Subsidiaries:			DKK'000	DKK'000
Bisca A/S	Stege	100%	224,614	-29,811
Bodylab ApS	Hadsund	100%	46,100	2,560

5 Contractual obligations, contingencies, etc.

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.

6 Related party disclosures

Scandza Danmark ApS' related parties comprise the following:

Ownership

Scandza AS, Oslo, Norway (org. no. 892 683 042) wholly owns the contributed capital in the Company.

Consolidated financial statements

Scandza Danmark ApS is part of the consolidated financial statements of Jordanes AS, Henrik Ibsens Gate 60C, N-0255 Oslo, which is the smallest group in which the Company is included as a subsidiary.

The consolidated financial statements of Jordanes AS can be obtained by contacting the company at the address above.