

The Green Organic Dutchman Denmark ApS

c/o HjulmandKaptain, Nørrebrogade 34
DK-8000 Aarhus C

CVR no. 40 56 93 16

Annual report 2020

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

2 July 2021

Sean Bovingdon
Chairman

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The Green Organic Dutchman Denmark ApS
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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 The Green Organic Dutchman Denmark ApS for the financial year 1 January – 31 December 2020.

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 31 December 2020 and of the results of the Company's operations for the financial year 1 January – 31 December 2020.

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.

Aarhus, 2 July 2021
Executive Board:

Sean Bovingdon

Board of Directors:

Sean Bovingdon
Chairman

Management confirms that the Company fulfills the requirements to be exempt of audit.



Independent auditor's report

To the shareholders of The Green Organic Dutchman Denmark ApS

Opinion

We have audited the financial statements of The Green Organic Dutchman Denmark ApS for the financial year 1 January – 31 December 2020 comprising income statement, balance sheet 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 2020 and of the results of the Company's operations for the financial year 1 January – 31 December 2020 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 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, 2 July 2021

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Katrine Gybel
State Authorised
Public Accountant
mne45848

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Management's review

Company details

The Green Organic Dutchman Denmark ApS
c/o HjulmandKaptain
Nørrebrogade 34
8000 Aarhus C

CVR no.:	40 56 93 16
Established:	1 June 2019
Registered office:	Aarhus
Financial year:	1 January – 31 December

Board of Directors

Sean Bovingdon, Chairman

Executive Board

Sean Bovingdon

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Bredskifte Allé 13
DK-8210 Aarhus V
CVR no. 25 57 81 98

Management's review

Operating review

Principal activities

The Company's principal activity is to hold investments in participating interests.

Development in activities and financial position

The Company's income statement for 2020 shows a loss of DKK 29,092 as against a loss of DKK 46,526 in 2019. Equity in the Company's balance sheet at 31 December 2020 stood at a negative of DKK 35,618 as against a negative of DKK 6,526 at 31 December 2019.

There is still no activity in the investment company and based on this, results for the year are considered satisfactory.

Due to its negative results for the year, the Company has lost more than 50% of its contributed capital and is thereby comprised by the rules on loss of capital laid down in the Danish Companies Act. Management expects that the capital will be restored over future earnings, and if this, contrary to expectations, fails to materialise, the Company's owners will carry out debt conversion to re-establish the capital.

The Parent Company has submitted a letter of support to the Company acknowledging its willingness to provide financial support to the Company until 31 December 2021, thereby allowing the Company to meet its obligations as they fall due. In addition, the Parent Company has submitted a letter of subordination stating that its receivable is to rank behind those of the Company's other creditors until 31 December 2021.

Events after the balance sheet date

In February 2021, the Company's shares in the associate, TGO Denmark Production A/S, was sold to Knud Jepsen A/S. There were no indications of impairment of the investment as of the balance sheet date at 31 December 2020 from TGO's perspective. The sales price was paid in full during February 2021 by settlement transfer to the Parent Company, TGO Europe BV. The payment is used as settlement of intercompany loan to TGO Europe, amounting to DKK 199,250 as of 31 December 2020.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2020	1/6-31/12 2019
Gross loss		<u>-28,750</u>	<u>-38,800</u>
Loss before financial income and expenses		<u>-28,750</u>	<u>-38,800</u>
Income from participating interests		<u>-342</u>	<u>-7,726</u>
Loss before tax		<u>-29,092</u>	<u>-46,526</u>
Tax on profit/loss for the year		<u>0</u>	<u>0</u>
Loss for the year		<u><u>-29,092</u></u>	<u><u>-46,526</u></u>
Proposed distribution of loss			
Retained earnings		<u><u>-29,092</u></u>	<u><u>-46,526</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	31/12 2020	31/12 2019
ASSETS			
Fixed assets			
Investments			
Participating interests		<u>191,932</u>	<u>192,274</u>
Total fixed assets		<u>191,932</u>	<u>192,274</u>
TOTAL ASSETS		<u><u>191,932</u></u>	<u><u>192,274</u></u>
EQUITY AND LIABILITIES			
Equity			
Contributed capital	2	40,000	40,000
Retained earnings		<u>-75,618</u>	<u>-46,526</u>
Total equity		<u>-35,618</u>	<u>-6,526</u>
Liabilities			
Current liabilities			
Payables to participating interests		198,800	170,050
Other payables		<u>28,750</u>	<u>28,750</u>
		<u>227,550</u>	<u>198,800</u>
Total liabilities		<u>227,550</u>	<u>198,800</u>
TOTAL EQUITY AND LIABILITIES		<u><u>191,932</u></u>	<u><u>192,274</u></u>
Related party disclosures	3		

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of The Green Organic Dutchman Denmark ApS for 2020 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

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

Income statement

Gross loss

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

Other external costs

Other external costs comprise costs related to administration, etc.

Income from participating interests

The proportionate share of the participating interests' loss after tax is recognised in the Company's income statement after full elimination of intra-group losses and amortisation of goodwill.

Tax on loss for the year

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

Investments

Equity investments in participating interests are measured at the proportionate share of the entities' net asset value calculated in accordance with the Parent Company's accounting policies 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.

Liabilities

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.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Other liabilities are measured at net realisable value.

2 Equity

Due to its negative results for the year, the Company has lost more than 50% of its contributed capital and is thereby comprised by the rules on loss of capital laid down in the Danish Companies Act. Management expects that the capital will be restored over future earnings, and if this, contrary to expectations, fails to materialise, the Company's owners will carry out debt conversion to re-establish the capital.

The Parent Company has submitted a letter of support to the Company acknowledging its willingness to provide financial support to The Green Organic Dutchman Denmark ApS until 31 December 2021, thereby allowing the Company to meet its obligations as they fall due. In addition, the Parent Company has submitted a letter of subordination stating that its receivable is to rank behind those of the Company's other creditors until 31 December 2021.

3 Related party disclosures

Control

TGOD Europe B.V., Herikerbergweg 88, Amsterdam

TGOD Europe B.V. holds the majority of the contributed capital in the Company

The Green Organic Dutchman Denmark ApS is part of the consolidated financial statements of TGOD Europe B.V., the Netherlands, which is the smallest and largest group, respectively, in which the Company is included as a subsidiary