



CHRISTENSEN  
KJÆRULFF

PERSONLIGT ENGAGEMENT

STATSAUTORISERET  
REVISIONSAKTIESELSKAB

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# Flexport International A/S

Ny Carlsberg Vej 80, 1799 København V

Company reg. no. 40 59 26 87

## Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 2 June 2023.

DocuSigned by:

*Douglas Brown*

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Douglas Walker Brown

Chairman of the meeting

Notes:

- To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.



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## Management's statement

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Today, the Board Of Directors and the Executive Board have approved the annual report of Flexport International A/S (hereafter: the Company) for the financial year 1 January - 31 December 2022.

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


We consider the chosen accounting policy to be appropriate, and in our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2022 and of the results of the Company's operations for the financial year 1 January – 31 December 2022.

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

We recommend that the annual report be approved at the Annual General Meeting.

Copenhagen, 2 June 2023

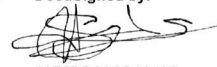
### Executive board


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Douglas Walker Brown


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Timmi Josef Gaye

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Anne-Marieke van Bovene

### Board of directors

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Sanne Manders

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Christopher Gerald Ferro

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Douglas Walker Brown



## **Independent auditor's report**

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### **To the Shareholder of Flexport International A/S**

#### **Opinion**

We have audited the financial statements of Flexport International A/S for the financial year 1 January - 31 December 2022, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies, for the Company. The financial statements are prepared under 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 31 December 2022, and of the results of the Company's operations for the financial year 1 January - 31 December 2022 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' 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.

#### **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 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.



## Independent auditor's report

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As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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.

### **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.



## **Independent auditor's report**

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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, we conclude that 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 Management's Review.

Copenhagen, 2 June 2023

### **Christensen Kjarulff**

Statsautoriseret Revisionsaktieselskab  
Company reg. no. 15 91 56 41



**Iver Haugsted**  
State Authorised Public Accountant  
mne10678



## **Company information**

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### **The company**

Flexport International A/S  
Ny Carlsberg Vej 80  
1799 København V

Company reg. no. 40 59 26 87  
Domicile: Copenhagen  
Financial year: 1 January - 31 December

### **Board of directors**

Sanne Manders  
Christopher Gerald Ferro  
Douglas Walker Brown

### **Executive board**

Douglas Walker Brown  
Timmi Josef Gaye  
Anne-Marieke van Bovene

### **Auditors**

Christensen Kjørulff  
Statsautoriseret Revisionsaktieselskab  
Østbanegade 123  
2100 København Ø



## **Management's review**

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### **Description of key activities of the company**

The Company is a non-asset based provider of global logistics services that uses its facilities, personnel and expertise to provide freight forwarding services to its ultimate parent company - Flexport Inc - in the Scandinavian territory. Its principal activity is to move Flexport Inc clients' goods across a diverse network of logistics asset owners via ocean, air and ground transport, and to facilitate warehousing and fulfillment.

### **Uncertainties connected with recognition or measurement**

No uncertainties connected with recognition and measurement exist in The Annual Report.

### **Unusual circumstances**

The Company's financial position at 31 December 2022 and the results for the year ended have not been affected by any unusual circumstances

### **Development in activities and financial matters**

The gross profit for the year totals DKK 15.829.761 against DKK 10.997.379 last year. The net profit from ordinary activities after tax totals DKK 718.332 against DKK 552.085 last year. Management considers the net profit for the year satisfactory.

### **Events occurring after the end of the financial year**

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the Company.





## Income statement 1 January - 31 December

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All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
<b>Gross profit</b>	<b>15.829.761</b>	<b>10.997.379</b>
1 Staff costs	-14.715.229	-10.186.137
Depreciation and impairment of property, land and equipment	-142.028	-63.834
<b>Operating profit</b>	<b>972.504</b>	<b>747.408</b>
2 Other financial expenses	-30.860	-35.296
<b>Pre-tax net profit</b>	<b>941.644</b>	<b>712.112</b>
Tax on net profit for the year	-223.312	-160.027
<b>Net profit or loss for the year</b>	<b>718.332</b>	<b>552.085</b>
<b>Proposed distribution of net profit:</b>		
Transferred to retained earnings	718.332	552.085
<b>Total allocations and transfers</b>	<b>718.332</b>	<b>552.085</b>



## Balance sheet at 31 December

All amounts in DKK.

<b>Assets</b>		
Note	2022	2021
<b>Non-current assets</b>		
3 Other fixtures, fittings, tools and equipment	256.046	53.196
Total property, plant, and equipment	<u>256.046</u>	<u>53.196</u>
4 Deposits	198.284	198.284
Total investments	<u>198.284</u>	<u>198.284</u>
<b>Total non-current assets</b>	<b><u>454.330</u></b>	<b><u>251.480</u></b>
<b>Current assets</b>		
Receivables from group enterprises	6.218.479	6.300.575
Deferred tax assets	15.955	8.804
Other receivables	171.609	236.434
Prepayments	163.341	189.806
Total receivables	<u>6.569.384</u>	<u>6.735.619</u>
Cash and cash equivalents	<u>1.243.369</u>	<u>627.026</u>
<b>Total current assets</b>	<b><u>7.812.753</u></b>	<b><u>7.362.645</u></b>
<b>Total assets</b>	<b><u>8.267.083</u></b>	<b><u>7.614.125</u></b>



## Balance sheet at 31 December

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All amounts in DKK.

<b>Equity and liabilities</b>		
Note	2022	2021
<b>Equity</b>		
Contributed capital	400.000	400.000
Other reserves	45.749	45.749
Retained earnings	5.499.220	4.780.889
<b>Total equity</b>	<b>5.944.969</b>	<b>5.226.638</b>
<b>Long term liabilities other than provisions</b>		
Trade payables	136.205	424.511
Payables to group enterprises	641.560	325.863
Income tax payable	208.419	156.564
Other payables	1.335.930	1.480.549
Total short term liabilities other than provisions	2.322.114	2.387.487
<b>Total liabilities other than provisions</b>	<b>2.322.114</b>	<b>2.387.487</b>
<b>Total equity and liabilities</b>	<b>8.267.083</b>	<b>7.614.125</b>

## 5 Contingencies



## Statement of changes in equity

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All amounts in DKK.

	<u>Contributed capital</u>	<u>Other reserves</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 January 2022	400.000	45.749	4.780.888	5.226.637
Retained earnings	<u>0</u>	<u>0</u>	<u>718.332</u>	<u>718.332</u>
	<b><u>400.000</u></b>	<b><u>45.749</u></b>	<b><u>5.499.220</u></b>	<b><u>5.944.969</u></b>



## Notes

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All amounts in DKK.

	<u>2022</u>	<u>2021</u>
<b>1. Staff costs</b>		
Salaries and wages	14.250.688	9.899.151
Pension costs	311.775	205.542
Other costs for social security	152.766	81.444
	<u><b>14.715.229</b></u>	<u><b>10.186.137</b></u>
 Average number of employees	 <u>18</u>	 <u>12</u>
<b>2. Other financial expenses</b>		
Other financial costs	30.860	35.296
	<u><b>30.860</b></u>	<u><b>35.296</b></u>
<b>3. Other fixtures, fittings, tools and equipment</b>		
Cost opening balance	191.503	191.503
Additions during the year	344.879	0
<b>Cost end of period</b>	<u><b>536.382</b></u>	<u><b>191.503</b></u>
Depreciation and write-down opening balance	-138.307	-74.473
Depreciation for the year	-142.029	-63.834
<b>Depreciation and write-down end of period</b>	<u><b>-280.336</b></u>	<u><b>-138.307</b></u>
 <b>Carrying amount, end of period</b>	 <u><b>256.046</b></u>	 <u><b>53.196</b></u>
<b>4. Deposits</b>		
Cost opening balance	198.284	198.284
<b>Cost end of period</b>	<u><b>198.284</b></u>	<u><b>198.284</b></u>
 <b>Carrying amount, end of period</b>	 <u><b>198.284</b></u>	 <u><b>198.284</b></u>



## Notes

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All amounts in DKK.

### 5. Contingencies

#### Contingent liabilities

##### Lease liabilities

The company has entered into operational leases with an average monthly lease payment of DKK 144.880. The lease is non-terminable until 30 September 2023, after which it can be terminated with one month's notice.



## Accounting policies

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The annual report for Flexport International A/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

### **Recognition and measurement in general**

Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

### **Foreign currency translation**

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials. If currency positions are considered to hedge future cash flows, the value adjustments are recognised directly in equity in a fair value reserve.

Receivables, payables, and other foreign currency monetary items are translated using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or initial recognition in the latest financial statements of the receivable or payable is recognised in the income statement under financial income and expenses.

Fixed assets acquired and paid for in foreign currency are measured at the exchange rate prevailing at the date of the transaction.



## **Accounting policies**

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### Income statement

#### **Gross profit**

Gross profit comprises the revenue and other external costs.

The enterprise will be applying IAS 18 as its basis of interpretation for the recognition of revenue.

Revenue is recognised when it is probable that the future economic benefits will flow to the Company and these benefits can be measured reliably. The amount of revenue is equal to the fair value of the consideration received or receivable, taking into account the discounts or sales bonuses granted on the sale.

The Company derives its income solely from services provided to its ultimate parent, Flexport Inc, based on a cost plus transfer pricing agreement.

Other external expenses comprise expenses incurred for sales, administration and premises.

#### **Staff costs**

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

#### **Depreciation, amortisation, and write-down for impairment**

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of tangible assets.

#### **Financial income and expenses**

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme.

#### **Tax on net profit for the year**

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit for the year.

### Balance sheet

#### **Property, plant, and equipment**

Other property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment.





## Accounting policies

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The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

If the amortisation period or the residual value is changed, the effect on amortisation will, in future, be recognised as a change in the accounting estimates.

The cost comprises acquisition cost and costs directly associated with the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing, and the individual component representing a material part of the total cost.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life and the residual value of the individual assets:

	Useful life	Residual value
Other fixtures and fittings, tools and equipment	3-5 years	0-20 %

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

### Leases

Leases are regarded as operating leases. Payments in connection with operating leases and other lease agreements are recognised in the income statement for the term of the contract. The company's total liabilities concerning operating leases and lease agreements are recognised under contingencies, etc.

### Investments

#### Deposits

Deposits are measured at amortised cost and represent lease deposits.

### Impairment loss relating to non-current assets

The carrying amount of tangible fixed assets are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. Write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.



## **Accounting policies**

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The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

### **Receivables**

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Impairment losses are calculated as the difference between the carrying amount of accounts receivable and the present value of the expected cash flows, including the realisable value of any securities received. The effective interest rate for the individual account receivable or portfolio is used as the discount rate.

### **Prepayments**

Prepayments recognised under assets comprise incurred costs concerning the following financial year.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank.

### **Income tax and deferred tax**

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.



## Accounting policies

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Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

### **Liabilities other than provisions**

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.