



Massive Catering A/S

Jernholmen 49
2650 Hvidovre
CVR No. 40640924

Annual report 2023

The Annual General Meeting adopted the annual report on 12.07.2024

Per Sørensen
Chairman of the General Meeting

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Entity details

Entity

Massive Catering A/S

Jernholmen 49

2650 Hvidovre

Business Registration No.: 40640924

Date of foundation: 04.07.2019

Registered office: Hvidovre

Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Jesper Uggerhøj, Chairman

Marc Bradley

Jesper Lykke Vacherhausen

Alastair Dunbar Storey

Executive Board

Jesper Lykke Vacherhausen, CEO

Per Sørensen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Massive Catering A/S for the financial year 01.01.2023 - 31.12.2023.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 12.07.2024

Executive Board

Jesper Lykke Vacherhausen
CEO

Per Sørensen

Board of Directors

Jesper Uggerhøj
Chairman

Marc Bradley

Jesper Lykke Vacherhausen

Alastair Dunbar Storey

Independent auditor's report

To the shareholders of Massive Catering A/S

Opinion

We have audited the financial statements of Massive Catering A/S for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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.

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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 12.07.2024

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Hans Tauby

State Authorised Public Accountant

Identification No (MNE) mne44339

Management commentary

Primary activities

The company's activities consist of delivering canteen operations and catering.

Development in activities and finances

The profit for the year amounts to DKK 321,051. Management considers the result to be as expected. Equity amounts to DKK 22,445,384 at 31 December 2023.

The Company paid an extraordinary dividend to its previous owners (the Løgismose group) prior to the acquisition of the Company by WSH Denmark ApS which materially reduced the equity and total assets.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		16,067,772	12,378,812
Staff costs	2	(11,834,720)	(11,811,984)
Depreciation and amortisation	3	(4,103,796)	(4,308,843)
Operating profit/loss		129,256	(3,742,015)
Other financial income		5,406	0
Other financial expenses		(10,111)	(11,375)
Profit/loss before tax		124,551	(3,753,390)
Tax on profit/loss for the year	4	196,500	827,292
Profit/loss for the year		321,051	(2,926,098)
Proposed distribution of profit and loss			
Retained earnings		321,051	(2,926,098)
Proposed distribution of profit and loss		321,051	(2,926,098)

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Acquired rights		0	0
Goodwill		17,594,522	20,722,437
Intangible assets	5	17,594,522	20,722,437
Other fixtures and fittings, tools and equipment		791,721	970,611
Leasehold improvements		413,435	1,003,310
Property, plant and equipment in progress		96,680	0
Property, plant and equipment	6	1,301,836	1,973,921
Deposits		655,102	593,878
Financial assets	7	655,102	593,878
Fixed assets		19,551,460	23,290,236
Manufactured goods and goods for resale		342,763	342,702
Inventories		342,763	342,702
Receivables from group enterprises	8	19,496,064	11,506,011
Other receivables		40,000	127,101
Income tax receivable		1,166,750	0
Joint taxation contribution receivable		160,946	1,391,890
Prepayments		52,363	61,994
Receivables		20,916,123	13,086,996
Cash		225,394	0
Current assets		21,484,280	13,429,698
Assets		41,035,740	36,719,934

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		400,000	400,000
Retained earnings		22,045,384	28,724,333
Equity		22,445,384	29,124,333
Deferred tax		1,040,398	1,075,952
Provisions		1,040,398	1,075,952
Other payables		67,585	67,585
Non-current liabilities other than provisions	9	67,585	67,585
Trade payables		2,386,735	2,835,925
Payables to group enterprises		12,157,798	661,068
Other payables	10	2,937,840	2,955,071
Current liabilities other than provisions		17,482,373	6,452,064
Liabilities other than provisions		17,549,958	6,519,649
Equity and liabilities		41,035,740	36,719,934
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	11		
Contingent liabilities	12		
Non-arm's length-related party transactions	13		

Statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	400,000	28,514,609	28,914,609
Changes in accounting policies	0	209,724	209,724
Adjusted equity beginning of year	400,000	28,724,333	29,124,333
Extraordinary dividend paid	0	(7,000,000)	(7,000,000)
Profit/loss for the year	0	321,051	321,051
Equity end of year	400,000	22,045,384	22,445,384

Notes

1 Events after the balance sheet date

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

2 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	10,075,051	8,557,064
Pension costs	651,721	383,383
Other social security costs	236,834	(124,874)
Other staff costs	871,114	2,996,411
	11,834,720	11,811,984
Average number of full-time employees	26	21

3 Depreciation and amortisation

	2023	2022
	DKK	DKK
Amortisation of intangible assets	3,127,915	3,323,453
Depreciation of property, plant and equipment	978,328	969,274
Profit/loss from sale of intangible assets and property, plant and equipment	(2,447)	16,116
	4,103,796	4,308,843

4 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Change in deferred tax	(35,554)	564,598
Refund in joint taxation arrangement	(160,946)	(1,391,890)
	(196,500)	(827,292)

5 Intangible assets

	Acquired rights DKK	Goodwill DKK
Cost beginning of year	3,498,887	31,279,150
Cost end of year	3,498,887	31,279,150
Amortisation beginning of year	(3,498,887)	(10,556,713)
Amortisation for the year	0	(3,127,915)
Amortisation end of year	(3,498,887)	(13,684,628)
Carrying amount end of year	0	17,594,522

6 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK	Property, plant and equipment in progress DKK
Cost beginning of year	2,010,700	2,949,374	0
Additions	219,019	0	96,680
Disposals	(31,022)	0	0
Cost end of year	2,198,697	2,949,374	96,680
Depreciation beginning of year	(1,040,089)	(1,946,064)	0
Depreciation for the year	(388,453)	(589,875)	0
Depreciation on assets disposed of	21,566	0	0
Depreciation end of year	(1,406,976)	(2,535,939)	0
Carrying amount end of year	791,721	413,435	96,680

7 Financial assets

	Deposits DKK
Cost beginning of year	593,878
Additions	61,224
Cost end of year	655,102
Carrying amount end of year	655,102

8 Receivables from group enterprises

The Company participated in a cash pool scheme in 2022 with other companies within the previous owners, Løgismose Meyers Group. Consequently, DKK 6,531 thousand of the Company's bank deposits of 2022 is included in receivables from group enterprises in the comparative figures. Massive Catering A/S was jointly and severally liable with other participating Group entities for the total debt of DKK 39,954 thousand within the cash pool scheme in 2022.

9 Non-current liabilities other than provisions

	Due after more than 12 months 2023 DKK	Outstanding after 5 years 2023 DKK
Other payables	67,585	67,585
	67,585	67,585

10 Other payables

	2023 DKK	2022 DKK
VAT and duties	1,262,613	745,133
Wages and salaries, personal income taxes, social security costs, etc. payable	1,137,306	1,504,582
Other costs payable	537,921	705,356
	2,937,840	2,955,071

11 Unrecognised rental and lease commitments

	2023 DKK	2022 DKK
Liabilities under rental or lease agreements until maturity in total	1,376,710	2,581,181

12 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where WSH Denmark ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc. for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

13 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. During the financial year, related party transactions have been conducted on an arm's length basis besides the following transactions:

The Group does not recognise interest on intercompany balances.

Management fee incurred in the Company is not complete, as not all incurred cost in other Group entities is allocated appropriately.

The management is remunerated in other Group companies, thus no management remuneration is incurred in the Company.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

Changes in accounting policies

The Entity has changed its accounting policy with regard to implementing Danish Financial Statements Act (Danish GAAP) instead of IFRS 15 and IFRS 16.

Leases

As of 1 January 2023 the Entity has transitioned from applying IFRS 16 to Danish Financial Statements Act (Danish GAAP). The Entity has entered into a new group relationship. In this context, the accounting practices has been aligned with the new group.

The change has impacted the balance sheet and profit & loss statement as follows:

- Assets has decreased by DKK 2.322 thousand (2022: DKK 3.489 thousand)
- Liabilities has decreased by DKK 2.511 thousand (2022: DKK 3.700 thousand)
- Equity has increased by DKK 210 thousand (2022: DKK 184 thousand)
- The P/L impact for the year is DKK 21 thousand (2022: DKK 26 thousand)

The comparative figures have been restated following the change in accounting policies.

Revenue

As of 1 January 2023 the Entity has transitioned from applying IFRS 15 to Danish Financial Statements Act (Danish GAAP). When the Entity implemented IFRS 15 as of 1 January 2020, the entity assessed that the effect of IFRS 15 was limited as sales is generally based on straight-forward customer agreements with buyer gaining control at a certain point in time. As a result, the change in 2023 from IFRS 15 to Danish GAAP has no effect.

Apart from the areas mentioned above, the annual report has been presented applying the accounting policies consistent with last year, except for reclassifications which have not had an effect on profit and equity but are reclassifications.

Recognition and measurement

Financial assets

Trade and other debtors are classified as basic financial instruments and are initially recognised at transaction price. At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment by assessing the credit risk associated with them.

If an asset is impaired the impairment loss is recognised in the income statement.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party.

Financial liabilities

Trade and other creditors including loans and amounts due to fellow group companies, are classified as basic financial instruments and are initially recognised at transaction price.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Deposits held for future events are classified within other creditors. Creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Income statement**Gross profit or loss**

Gross profit or loss comprises revenue, other operating income, cost of raw materials and consumables and external expenses.

Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, value added tax and other sales taxes.

The company has determined that where the performance obligations are satisfied over time as the client simultaneously receives and consumes the benefits provided by the company as the food service and/or support service are rendered at the client site. In these circumstances, revenue is recognised at the amount which the company has the right to invoice, where that amount corresponds directly with the value to the customer of the company's performance completed to date. Where the company is selling directly to consumers, for example in a retail café, the performance obligation is satisfied at the point in time when the products are sold to the customer.

Services

Revenue is recognised when the following criteria have been satisfied:

- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will be received;
- The stage of completion of the transaction at the end of the reporting period can be measured reliably;
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Goods/Products

Revenue is recognised when the following criteria have been satisfied:

- The significant risks and rewards of ownership have been transferred to the customer;
- There is no continuing managerial involvement to the extent usually associated with ownership, nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will be received;
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including salary refunds.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for normal inventory write downs.

Other external expenses

Other external expenses include expenses relating to the Entity's normal activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes write downs of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc. for entity staff.

Depreciation and amortisation

Depreciation and amortisation losses relating to property, plant and equipment and intangible assets comprise depreciation and amortisation for the financial year.

Other financial income

Other financial income comprises interest income, including net capital or exchange gains on securities, payables and transactions in foreign currencies and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses. Other financial expenses comprise interest expenses, including net capital or exchange losses on securities, payables and transactions in foreign currencies and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**Goodwill**

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis over its useful economic life assumed to be 10 years. Goodwill is written down to the lower of recoverable amount and carrying amount.

Intellectual property rights etc.

Intellectual property rights etc. comprise acquired intellectual property rights.

Intellectual property rights acquired are measured at cost less accumulated amortisation.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment

Tangible assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

	Useful life
Other fixtures and fittings, tools and equipment	5 years
Leasehold improvements	5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Inventories

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of, depreciation of and impairment losses relating to machinery, factory buildings and equipment used in the manufacturing process, and costs of factory administration and management. Finance costs are not included in cost.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at amortised cost.

Cash

Cash comprises cash in hand and bank deposits. Cash and cash equivalents comprise of both cash at bank and in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Deferred tax relating to retaxation of previously deducted losses in foreign subsidiaries is recognised on the basis of an actual assessment of the purpose of each subsidiary.

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease. Rentals paid under operating leases are charged to the income statement on a straight line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.