



CHRISTENSEN
KJÆRULFF
PERSONLIGT ENGAGEMENT

STATSAUTORISERET
REVISIONSAKTIESELSKAB

CVR: 15 91 56 41

TLF: 33 30 15 15

ØSTBANEGADE 123
2100 KØBENHAVN Ø

E-MAIL: CK@CK.DK
WEB: WWW.CK.DK

Nextfood Farms ApS

Esbern Snares Gade 11, kl., 1725 København V

Company reg. no. 41 67 22 50

Annual report

1 January - 31 December 2022

The annual report was submitted and approved by the general meeting on the 19 June 2023.

Rasmus Tim Bjerngaard
Chairman of the meeting



Contents

	<u>Page</u>
Reports	
Management's statement	1
Practitioner's compilation report	2
Management's review	
Company information	3
Management's review	4
Financial statements 1 January - 31 December 2022	
Income statement	5
Balance sheet	6
Statement of changes in equity	8
Notes	9
Accounting policies	10

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 %.



Management's statement

Today, the Executive Board has approved the annual report of Nextfood Farms ApS 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.

The Executive Board consider the conditions for audit exemption of the 2022 financial statements to be met.

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, 19 June 2023

Executive board

Hannes Lindal Thjóðbjörnsson

Rasmus Tim Bjerngaard



Practitioner's compilation report

To the Shareholder of Nextfood Farms ApS

We have compiled the financial statements of Nextfood Farms ApS for the financial year 1 January - 31 December 2022 based on the company's bookkeeping and on information you have provided.

These financial statements comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes.

We performed this compilation engagement in accordance with International Standard on Related Services 4410 (Revised), Compilation Engagements.

We have applied our expertise in accounting and financial reporting to assist Management in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied with relevant requirements under the Danish Act on Approved Auditors and Audit Firms and International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) including principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion on whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

Copenhagen, 19 June 2023

Christensen Kjarulff

Statsautoriseret Revisionsaktieselskab
Company reg. no. 15 91 56 41

Elan Schapiro

State Authorised Public Accountant
mne33765



Company information

The company

Nextfood Farms ApS
Esbern Snares Gade 11, kl.
1725 København V

Company reg. no. 41 67 22 50
Established: 14 September 2020
Domicile: Copenhagen
Financial year: 1 January - 31 December

Executive board

Hannes Lindal Thjóðbjörnsson
Rasmus Tim Bjerngaard

Auditors

Christensen Kjærulff
Statsautoriseret Revisionsaktieselskab
Østbanegade 123
2100 København Ø

Parent company

Nextfood ApS under rekonstruktion



Management's review

Description of key activities of the company

The Company's primary activity consists of running a business with a view to technology and food-related development, operation, consulting and related business.

Development in activities and financial matters

The gross profit for the year totals DKK 187.000 against DKK 91.000 last year. Income from ordinary activities after tax totals DKK 145.000 against DKK -11.000 last year. Management considers the net profit for the year satisfactory.

Events occurring after the end of the financial year

On 13 February 2023, the Company's parent company has initiated legal restructuring. A proposal for a restructuring plan for a composition has been adopted, and thus it is expected that both the parent company and the present company will be liquidated in 2023/24. On this basis, the financial statements are presented in accordance with the realization principle.



Income statement 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Gross profit	186.966	91.342
2 Staff costs	-829	-101.818
Operating profit	186.137	-10.476
Other financial expenses	-2.176	-597
Pre-tax net profit or loss	183.961	-11.073
3 Tax on net profit or loss for the year	-38.515	0
Net profit or loss for the year	145.446	-11.073
Proposed distribution of net profit:		
Transferred to retained earnings	145.446	0
Allocated from retained earnings	0	-11.073
Total allocations and transfers	145.446	-11.073



Balance sheet at 31 December

All amounts in DKK.

Assets		
<u>Note</u>	<u>2022</u>	<u>2021</u>
Non-current assets		
Deposits	7.500	0
Total investments	7.500	0
Total non-current assets	7.500	0
Current assets		
Trade receivables	127.369	153.223
Other receivables	120.576	0
Total receivables	247.945	153.223
Cash and cash equivalents	142.133	92.391
Total current assets	390.078	245.614
Total assets	397.578	245.614



Balance sheet at 31 December

All amounts in DKK.

<u>Note</u>	<u>2022</u>	<u>2021</u>
Equity and liabilities		
Equity		
Contributed capital	40.000	40.000
Retained earnings	134.373	-11.073
Total equity	174.373	28.927
 Liabilities other than provisions		
Trade payables	42.870	99.811
Payables to group enterprises	133.954	104.000
Income tax payable to group enterprises	38.515	0
Other payables	7.866	12.876
Total short term liabilities other than provisions	223.205	216.687
Total liabilities other than provisions	223.205	216.687
 Total equity and liabilities	 397.578	 245.614

- 1 Uncertainties concerning recognition and measurement
- 4 Contingencies



Statement of changes in equity

All amounts in DKK.

	Contributed capital	Retained earnings	Total
Equity 1 January 2021	40.000	0	40.000
Retained earnings for the year	0	-11.073	-11.073
Equity 1 January 2022	40.000	-11.073	28.927
Retained earnings for the year	0	145.446	145.446
	40.000	134.373	174.373



Notes

All amounts in DKK.

1. Uncertainties concerning recognition and measurement

On 13 February 2023, the Company's parent company has initiated legal restructuring. A proposal for a restructuring plan for a composition has been adopted, and thus it is expected that both the parent company and the present company will be liquidated in 2023/24. On this basis, the financial statements are presented in accordance with the realization principle.

	<u>2022</u>	<u>2021</u>
2. Staff costs		
Salaries and wages	0	100.966
Other costs for social security	829	852
	<u>829</u>	<u>101.818</u>
Average number of employees	<u>1</u>	<u>1</u>
3. Tax on net profit or loss for the year		
Tax on net profit or loss for the year	<u>38.515</u>	<u>0</u>
	<u>38.515</u>	<u>0</u>

4. Contingencies

Contingent liabilities

	<u>DKK in thousands</u>
Total contingent liabilities	<u>15.000</u>

Joint taxation

With Nextfood ApS under rekonstruktion, company reg. no 38532421 as administration company, the company is subject to the Danish scheme of joint taxation and unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.



Accounting policies

The annual report for Nextfood Farms ApS has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises with the modifications caused by the liquidation. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The most significant modifications resulting from the liquidation

Assets and equity and liabilities have been measured at realisable values. As a result of the liquidation, all assets have been recognised under current assets whereas all liabilities other than provisions are recognised as short-term payables.

Consequently, the measurements of assets and equity and liabilities are not comparable with last year's measurements.

All value adjustments of assets and equity and liabilities and any operating items in connection with the commencement of the liquidation have been recognised in the income statement, including staff commitments arising from dismissal, liquidator and auditor fees, and other fees relative to the liquidation.

Except for the above, the accounting policies remain unchanged from last year.

Restatement of comparatives has not been possible and, consequently, the comparative figures are not comparable.

Changes in accounting policies

The item "Staff costs" has been reclassified so that certain types of expenses previously recognised under "Staff costs" will, in the future, be recognised under the item "Other external charges".

The change in classification has no effect on the net profit or loss for the year, nor on the statement of financial position, neither for the current financial year, nor the previous financial year. The comparative figures have been adjusted in accordance with the reclassification.

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.



Accounting policies

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.

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.

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.

Income statement

Gross profit

Gross profit comprises the revenue, cost of sales and external costs.

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

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales comprises costs concerning purchase of raw materials.

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.

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 debt and transactions in foreign currency and reimbursements under the advance tax scheme, etc.



Accounting policies

Tax on net profit or loss 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 or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

Statement of financial position

Investments

Deposits

Deposits are measured at amortised cost and represent lease deposits, etc.

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.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

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.



Accounting policies

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

Joint taxation contributions payable and receivable are recognised in the statement of financial position as "Tax receivables from group enterprises" or "Income tax payable to group enterprises"

According to the rules of joint taxation, Nextfood Farms ApS is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

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.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing 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.

Dette dokument er underskrevet af nedenstående parter, der med deres underskrift har bekræftet dokumentets indhold samt alle datoer i dokumentet.

This document is signed by the following parties with their signatures confirming the documents content and all dates in the document.

Rasmus Bjerggaard

Navnet returneret af dansk MitID var:

Rasmus Tim Bjerggaard

Direktør

ID: 0a9aff37-7337-4c8f-a587-46319f42b71f

Tidspunkt for underskrift: 21-06-2023 kl.: 11:54:08

Underskrevet med MitID



Hannes Lindal

Navnet returneret af dansk MitID var:

Hannes Lindal Thjódbjörnsson

Direktør

ID: 12e9cc6e-7e5e-4942-b6d0-9d16cdbf5072

Tidspunkt for underskrift: 19-06-2023 kl.: 19:47:16

Underskrevet med MitID



Elan Schapiro

Navnet returneret af dansk MitID var:

Elan Lieck Schapiro

Revisor

ID: 3fd646d3-680c-4323-8391-ee4aa900f7a0

Tidspunkt for underskrift: 22-06-2023 kl.: 06:08:54

Underskrevet med MitID



Rasmus Bjerggaard

Navnet returneret af dansk MitID var:

Rasmus Tim Bjerggaard

Dirigent

ID: 0a9aff37-7337-4c8f-a587-46319f42b71f

Tidspunkt for underskrift: 22-06-2023 kl.: 09:40:15

Underskrevet med MitID



This document has esignatur Agreement-ID: cc3cf2fSWXr250253069

This document is signed with esignatur. Embedded in the document is the original agreement document and a signed data object for each signatory. The signed data object contains a mathematical hash value calculated from the original agreement document, which secures that the signatures is related to precisely this document only. Prove for the originality and validity of signatures can always be lifted as legal evidence.

The document is locked for changes and all cryptographic signature certificates are embedded in this PDF. The signatures therefore comply with all public recommendations and laws for digital signatures. With esignatur's solution, it is ensured that all European laws are respected in relation to sensitive information and valid digital signatures. If you would like more information about digital documents signed with esignatur, please visit our website at www.esignatur.dk.