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### MIE5 Holding 9 ApS

Gammeltorv 18 1457 Copenhagen CVR No. 41912499

### **Annual report 2023**

The Annual General Meeting adopted the annual report on 28.06.2024

#### Jakob Vestergaard Jensen

Chairman of the General Meeting

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## **Entity details**

#### **Entity**

MIE5 Holding 9 ApS Gammeltorv 18 1457 Copenhagen

Business Registration No.: 41912499

Date of foundation: 03.12.2020 Registered office: Copenhagen

Financial year: 01.01.2023 - 31.12.2023

#### **Executive Board**

Thomas Riis Kristoffer Møller Pedersen

#### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 Copenhagen S

# Statement by Management on the annual report

The Executive Board has today considered and approved the annual report of MIE5 Holding 9 ApS 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 consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2023 and of the results of their operations and the consolidated cash flows 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, 28.06.2024

**Executive Board** 

**Thomas Riis** 

Kristoffer Møller Pedersen

## Independent auditor's report

#### To the shareholders of MIE5 Holding 9 ApS

#### **Opinion**

We have audited the consolidated financial statements and the parent financial statements of MIE5 Holding 9 ApS 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, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2023 and of the results of their operations and the consolidated cash flows 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 consolidated financial statements and the parent financial statements" section of this auditor's report. We are independent of the Group 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 consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent
  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 Group's and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent 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 consolidated financial statements and the parent 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, 28.06.2024

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab CVR No. 33963556

#### Bjørn Winkler Jakobsen

State Authorised Public Accountant Identification No (MNE) mne32127

#### **Hans Tauby**

State Authorised Public Accountant Identification No (MNE) mne44339

## **Management commentary**

#### **Financial highlights**

	2023	2022	2020/21
	DKK'000	DKK'000	DKK'000
Key figures			
Revenue	371,206	405,428	423,359
Gross profit/loss	111,478	126,163	112,285
Operating profit/loss	21,521	44,931	44,884
Net financials	(14,390)	(12,015)	(10,197)
Profit/loss for the year	(2,074)	23,418	20,901
Profit for the year excl.	(1,591)	23,418	13,738
minority interests			
Balance sheet total	598,116	646,293	675,607
Investments in property, plant and equipment	682	1,455	4,750
Equity	340,485	346,856	322,849
Equity excl. minority interests	231,647	236,880	221,152
Cash flows from operating activities	62,966	36,481	2,971
Cash flows from investing activities	(764)	(1,544)	(523,609)
Cash flows from financing activities	(44,579)	(27,490)	548,893
Ratios			
Gross margin (%)	30.03	31.12	26.52
Net margin (%)	(0.56)	5.78	4.94
Equity ratio (%)	38.73	36.65	32.73

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

#### Gross margin (%):

Gross profit/loss \* 100

Revenue

#### Net margin (%):

Profit/loss for the year \* 100

Revenue

#### Equity ratio (%):

Equity excl. minority interests \* 100

Balance sheet total

#### **Primary activities**

ferm LIVING is a distinct brand with the primary activity to design, develop and distribute its portfolio of interior design products across its numerous retail and e-tail partners all over the world. From their home in Copenhagen, they blend authentic design and responsible thinking to create honest collections for your home. Objects that embrace the contrasts in life, so you can create space to feel comfortably you. They create collections of furniture, accessories, and lighting, for all rooms in the home. Their products are sold worldwide in more than 85 countries with main markets in Europe and North America. The company was founded in 2006 by Trine Andersen in Denmark and participant of UN Global Compact.

#### **Development in activities and finances**

The challenging market conditions from 2022 continued in 2023, due to numerous external factors with high inflation, increased interest cost resulting in reduced disposable income and the low consumer sentiment.

The company has continued to launch new accessory products and expanded the furniture and lighting collection to complement the existing collections and brand universe. The 2023 collections have performed well and represent 15% of orders in the year and the growth in the furniture and lighting categories has continued to now 45% of the total revenue.

The brand is available at retailers and e-tailers in more than 85 countries and worldwide on the company's own website. The dedicated work with existing partners in strategic and key markets continues to develop the business and new branded concept presentations have been established in several major cities. Furthermore, the company collaborates with key B2B contract dealers in main markets to promote the brand to office, the hospitality sector, and others in the professional market.

The Brand continues to experience strong interest and is investing significantly in growing awareness of the brand and traffic to the website, which hosted more than 5 million sessions (+24%) and the social media community increased 15% and surpassed 1,5 million followers. A very clear testament that the brand is well established and with strong future potential.

Given the diverse product assortment, geographical spread, and multiple sales channels, the company managed despite challenging market conditions to maintain respectable sales levels resulting in 335 MDKK in ferm LIVING Aps and 371 MDKK in revenue (at consolidated group level), a decline of ÷8% compared to 2022.

Consequently, the company made organizational changes reducing the workforce to align with the lower revenue levels, while at the same time realigning positions towards growth opportunities. Following the wish from the company founder transitioning to the board, a new Head of Design has been joining the team and other key positions strengthen the organization for future development of the company. New suppliers were onboarded, and relationships developed further with existing suppliers. During the year, the company has continued to invest in improvements of IT systems to make operation more efficient and significant upgrades to the business intelligence system were implemented.

#### Profit/loss for the year in relation to expected developments

The overall cost base has increased during the year as anticipated, to ensure appropriate operational capability to continue the growth journey. With a slow-down in sales, this means profit for the year is less than both planned and last year. However, given the market situation and conditions, still an acceptable level.

#### Uncertainty relating to recognition and measurement

Management reports and books have been thoroughly analysed by auditors and do not foresee any uncertainty in the reporting.

#### **Outlook**

The Board and Management expects return to positive development of the company with its attractive market position both online and offline. Thanks to a strong brand, iconic and popular products, and a growing loyal customer base there are good long-term growth possibilities. The company will invest in resources and tools to further strengthen the operation combined with strategic initiatives aiming for revenue growth. However, given the current market conditions and uncertainty, the company expects growth to be modest in 2024 at a consolidated revenue levels in the range of 370-400 MDKK.

#### **Environmental performance**

As a part of the global consumer industry GHG emissions are a risk. Therefore, the company has for many years been working with sustainability and in the period this work has been intensified to outline the ESG strategy. The company continues to actively improve the CSR profile with FSC and BSCI certifications and initiative to measure Co2 impact. As member of UN Global Compact and a dedicated internal resource working with continued improvement of the environmental performance. The company has identified it's 2030 commitments and actively working on it. Please see https://fermliving.com/pages/sustainability for further details.

ferm LIVING works with certifications and testing to ensure working conditions in the supply chain are safe and fair and that products are responsibly produced and of high quality. The company currently works with the following certifications: GOTS (The Global Organic Textile Standard), OCS (The Organic Content Standard), FSC™ (The Forest Stewardship Council), and BSCI (Business Social Compliance Initiative).

With the launch of new products in the year the share of responsible products increased to 33% and target for the coming year is to reach 36%. Climate screening of almost 200 products performed in effort to establish CO2 baseline, which is expected to be complete during summer 2024. The number of responsible suppliers increased to 54% and target to reach 60% in 2024.

#### **Group relations**



The current structure is deemed appropriate in relation to the need for financial flexibility and stability in the Group. MIE 5 Holding 9 ApS is part of the Danish private equity fund Maj Invest Equity 5 K/S. The current structure is deemed appropriate in relation to the need for financial flexibility and stability in the Group.

#### **Foreign branches**

During the year the company has taken over the development of the Norwegian market from its agent and establishment of a Norwegian subsidiary will take place with own employees and showroom in Oslo.

#### Statutory report on corporate social responsibility

For a description of the Group's business model, please refer to the section above "Principal activities".

As a global company, ferm LIVING is aware that there may be risk across the business when operating in areas where human rights, labour, environment, ethics, and anti-corruption may differ from Denmark. Hence there is focus on these risks including setting the tone at the top to align the values throughout the Group to comply with international rules and regulations and expecting the same from our stakeholders. Secondly, employees are being trained on guidelines within these areas.

The company joined the UN Global Compact in 2021 and is committed to the Ten Principles of the UNGC for responsible business conduct within the areas of human rights, labour, environment, and anticorruption.

The company takes ESG very seriously as we believe it's not only crucial for the environment that we treat natural resources better, but also that it is becoming business critical and necessary to succeed in the market.

The company has selected a series of key performance indicators related to three Sustainable Development Goals. These indicators will serve as a contributor to the development of the ESG profile of the company and contribute to the efforts and goals set out by the UN and the 2030 agenda.

Furthermore, the company has since 2017 been reporting on ESG (Environmental, Social, and Governance) topics to its Board of Directors and the Management is responsible for ensuring the ESG strategy is implemented.

#### **Human Rights**

The Company recognise the importance of maintaining and promoting basic human rights throughout the operations and has joined the UN Universal Declaration of Human Rights, which states, among other things, that

all people are born free and equal in dignity and rights. All employees receive guidelines on respecting human rights. Our goal is not to experience any issues related to non-compliance with human rights and the established whistleblower scheme can also be used if human rights are violated.

ferm LIVING's Code of Conduct is based on the Ten Guiding Principles of the UN Global Compact. It defines the ethical principles of our business and has been signed by all our employees, agents, and suppliers. Violations of human rights are a risk, unacceptable and will, under no circumstances, be tolerated. The use of child labour of any kind is strictly forbidden. Primary risk of potential violation of human rights is identified to be related to supply chain, hence the group requires all suppliers to comply with ferm LIVING's Code of Conduct and to acknowledge the declaration stated in the UN Global Compact. The company is not aware of any breach of human rights within the company or among suppliers during 2023 and will continue focusing on this matter in the future.

#### Social

The group policy is hiring according to qualifications and talent, regardless of ethnicity, age, gender, religion, sexual preference, disability, and social identity. The Company do not believe anyone is above others and work to create an environment and atmosphere where everyone can feel safe and are treated in the same way with the same possibilities and equality. The Company continuously work with its culture and conduct employee surveys to measure, mitigate risks and identify potential areas of improvements. When recruiting new people, the potential candidates are selected solely based on qualifications and all been through a structured recruitment process, managed by HR. ferm LIVING has no knowledge of any breaches hereof. By the end of 2023 the company employed:

Number of employees	76
% of female employees	81%
% of female employees in leading or managerial positions	7%
% of male employees in leading or managerial positions	11%
% of women at board level	40%
Staff turnover	22%
Absenteeism rate	3%
# of workplace accidents	none

The company systematically registers workplace accidents, and no accidents were registered in the reporting year. Due to the nature of the company, there is very low risk and as such no specific health and safety procedures have been implemented. A workplace assessment (APV) was carried out in June 2023 with satisfactory overall results and a Team Engagement Culture Survey has been conducted in November 2023 with 91% participation. Finally, a Company Culture Day was held to work with continued improvements of the working environment in the company.

The company expect similar results in 2024 and will continue to work for equal opportunities and a safe work environment.

#### **Ethics & Anti-corruption**

According to the company's Code of Conduct all business proposals in relation to corruption are rejected and the company is fully committed to following the law with integrity. Working with suppliers in many foreign countries there are always local risks, however, we have no tolerance within the company and all suppliers sign our code of conduct. 54% of the suppliers are classified "Responsible Suppliers" and audited by externals and company representatives visits suppliers from time to time. The company's governance procedures utilize 4-eye principle for all company expenses and costs. Whistleblower procedures have been established and are available online for everyone and includes a process for the anonymous reporting of incidents, and nothing has been reported in

the year. The company is not aware of any breach on corruption within the company or among suppliers during 2023. The company will continue to work actively its code of conduct and UN Global Conduct in its work for anti-corruption.

#### Statutory report on the underrepresented gender

The executive board consist of 2 people and the underrepresented gender makes up 0%. The parent company has no other employees besides the executive board and does therefore not report on other categories of management.

The company has 2 or fewer members of management and is therefore exempt from setting targets with regards to the underrepresented gender.

The Board of directors of the operating company (ferm LIVING ApS) consist of two women and three men, and thereby adhere to the goal of 40% female on the board.

#### Statutory report on data ethics policy

The company has a policy for data ethics and strict IT security guidelines and continuously upgrades its IT system and policies to minimize risk of hacking and inappropriate use. The data ethics policy describes how to use and thread data and all systems are monitored by external IT services. The Group strives to conduct its business ethically, acknowledging the increased use and processing of data as an integral part of the Group's business. As described in the company's Code of Conduct, all data is treated with the greatest respect and confidentiality according to law.

#### Statutory report on corporate governance

The Group is subject to and complies with the "Guidelines for responsible Ownership and Corporate Governance" of the Active Owners Denmark (Brancheforeningen for Aktive Ejere i Danmark, www.aktiveejere.dk) as a consequence of being ultimately owned by the private equity fund, Maj Invest Equity 5 K/S that is a member of Active Owners Denmark

Management is on an ongoing basis monitoring the financial performance of the Group as well as the corporate governance to ensure that the Group is managed in accordance with applicable laws, in order to protect the interests of all stakeholders.

Risk management is an essential part of the Group's strategy and therefore a natural and integrated part of the daily work in the Group.

The members of the Board of Directors in ferm LIVING are appointed by the owners. The Board meetings are held on a regular basis.

#### **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.

#### **Financial Risks of the Elected Capital Structure**

MIE5 Datterholding 9 ApS' share capital is not divided into classes. The Group's equity ratio is 81.48%.

#### Ownership and the Board of Directors' Managerial Duties

Maj Invest Equity 5 K/S owns 67% of MIE5 Datterholding 9 ApS.

#### **Board of Directors**

Name	Other management and board positions
Torsten Bjerre Rasmussen Director Story House Egmont A/S	ferm LIVING ApS (chairman) Med24.DK Aps (board of directors) Egmont Creative Solutions A/S (chairman) S360 A/S (chairman) Story House Egmont (chairman)
Thomas Riis Partner Maj Invest Equity A/S Nominated by Maj Invest Equity 5 K/S	Management Equity Vietnam I ApS (executive board) Danish Microfinance Partners Management ApS (executive board) General Partner Equity Vietnam ApS (executive board) Danish Microfinance Partners General Partner ApS (executive board) Wendelbo Interiors A/S (board of directors) Wendelbo Møbel Design ApS (board of directors) Ole Riis Holding (executive board) ferm LIVING ApS (board of directors) DMP Holding 1 ApS (executive board) ACE Capital ApS (executive board) MIE5 Holding 1 ApS (executive board) MIE5 Holding 8 ApS (executive board) MIE5 Datterholding 8 ApS (executive board) Yellow Star Investment 3 Pte. Ltd. (board of directors)
Anna Kathrine Andersen Founding Partner	ferm Living ApS (board of directors) AKA Holding (founder & director) Sana2020 ApS (director) Auna2020 ApS (director) Nest Design ApS (owner & director) Sanest ApS (owner & director) Lullula ApS (director)
Sophie Louise Knauer	ferm LIVING ApS (board of directors) CC Globe Holding I ApS (board of directors) CC Globe Holding II A/S (board of directors) CC Mist NEW Holding II ApS (board of directors) CC FLY Holding II A/S (board of directors) Rekom Group Holding ApS (board of directors) Rekom Group A/S (board of directors) Solar A/S (board of directors) Skako A/S (board of directors) Skako Vibration Holding A/S (board of directors) Skako Vibration A/S (board of directors) Lady Invest ApS (founder, owner & director) NTG Nordic Transport Group A/S (board of directors) It's a club ApS (owner & director)
Hans Maasbøl Director Fairpoint Outdoors	ferm LIVING ApS (board of directors) Fairpoint Outdoors A/S (director) HMV Holding ApS (Founder, Owner & Director)

# **Consolidated income statement for 2023**

		2023	2022
	Notes	DKK	DKK
Revenue	2	371,206,446	405,427,544
Other operating income		2,993,265	9,407,364
Cost of sales		(206,388,841)	(238,011,604)
Other external expenses	3	(56,332,660)	(50,659,959)
Gross profit/loss		111,478,210	126,163,345
Staff costs	4	(58,579,521)	(50,045,460)
Depreciation, amortisation and impairment losses	5	(31,377,822)	(31,186,789)
Operating profit/loss		21,520,867	44,931,096
Other financial income	6	972,985	244,275
Other financial expenses	7	(15,362,532)	(12,259,113)
Profit/loss before tax		7,131,320	32,916,258
Tax on profit/loss for the year	8	(9,205,118)	(9,498,487)
Profit/loss for the year	9	(2,073,798)	23,417,771

# Consolidated balance sheet at 31.12.2023

#### **Assets**

		2023	2022
	Notes	DKK	DKK
Acquired intangible assets		20,287,222	23,292,158
Acquired trademarks		122,031,829	129,210,172
Goodwill		294,443,565	314,192,029
Intangible assets	10	436,762,616	466,694,359
Other fixtures and fittings, tools and equipment		1,148,839	2,189,132
Leasehold improvements		876,223	599,758
Property, plant and equipment	11	2,025,062	2,788,890
Deposits		2,006,439	1,924,641
Financial assets	12	2,006,439	1,924,641
Fixed assets		440,794,117	471,407,890
Manufactured goods and goods for resale		63,672,568	83,584,792
Prepayments for goods		9,250,904	12,561,846
Inventories		72,923,472	96,146,638
Trade receivables		30,172,834	41,695,152
Other receivables		0	354,098
Prepayments	13	902,711	988,732
Receivables		31,075,545	43,037,982
Cash		F2 222 074	25 700 052
Cash		53,323,071	35,700,853
Current assets		157,322,088	174,885,473
Assets		598,116,205	646,293,363

#### **Equity and liabilities**

	Notes	2023 DKK	2022 DKK
Contributed capital		1,000,000	1,000,000
Translation reserve		528,411	706,363
Other reserves		0	494,551
Retained earnings		230,118,364	234,679,531
Equity belonging to Parent's shareholders		231,646,775	236,880,445
Equity belonging to minority interests		108,838,171	109,975,359
Equity		340,484,946	346,855,804
Deferred tax	14	31,058,983	33,290,980
Other provisions	15	987,128	1,727,853
Provisions		32,046,111	35,018,833
Bank loans		84,804,386	126,426,635
Other payables		61,819,196	57,239,996
Non-current liabilities other than provisions	16	146,623,582	183,666,631
Current portion of non-current liabilities other than provisions	16	40,000,000	33,000,000
Bank loans		1,366,835	7,026,880
Prepayments received from customers		2,238,430	2,184,838
Trade payables		17,854,759	19,959,572
Tax payable		3,512,148	12,116,809
Other payables		13,989,394	6,463,996
Current liabilities other than provisions		78,961,566	80,752,095
Liabilities other than provisions		225,585,148	264,418,726
Equity and liabilities		598,116,205	646,293,363
Events after the balance sheet date	1		
Contingent liabilities	18		
Assets charged and collateral	19		
Non-arm's length related party transactions	20		
Group relations	21		
Subsidiaries	22		
	_ <b>_</b>		

# Consolidated statement of changes in equity for 2023

	Contributed capital	Translation reserve	Other reserves	Retained earnings	belonging to Parent's shareholders
	DKK	DKK	DKK	DKK	DKK
Equity beginning of year	1,000,000	706,363	494,551	234,679,531	236,880,445
Exchange rate adjustments	0	(177,952)	0	0	(177,952)
Other entries on equity	0	0	(623,964)	(3,171,848)	(3,795,812)
Dissolution of reserves	0	0	129,413	(129,413)	0
Profit/loss for the year	0	0	0	(1,259,906)	(1,259,906)
Equity end of year	1,000,000	528,411	0	230,118,364	231,646,775

	Equity belonging to minority interests	Total
	DKK	DKK
Equity beginning of year	109,975,359	346,855,804
Exchange rate adjustments	(87,055)	(265,007)
Other entries on equity	(236,241)	(4,032,053)
Dissolution of reserves	0	0
Profit/loss for the year	(813,892)	(2,073,798)
Equity end of year	108,838,171	340,484,946

#### Warrants

An incentive scheme for key management personnel has been established to motivate and retain the participants.

The incentive scheme has allowed participants to subscribe for a number of warrants, entitling all holders to collectively buy 380,185 warrents of a nominal value of DKK 380,185 in the Group at a price agreed in advance.

As of 31st December 2023, management participants in the incentive scheme have subscribed for 219,371 warrants in total.

# Consolidated cash flow statement for 2023

		2023	2022
	Notes	DKK	DKK
Operating profit/loss		21,520,867	44,931,096
Amortisation, depreciation and impairment losses		31,377,822	31,186,789
Other provisions		(740,725)	(2,526,073)
Working capital changes	17	45,238,982	(17,001,372)
Cash flow from ordinary operating activities		97,396,946	56,590,440
Financial income received		972,985	244,275
Financial expenses paid		(15,362,532)	(12,331,117)
Taxes refunded/(paid)		(20,041,777)	(8,022,932)
Cash flows from operating activities		62,965,622	36,480,666
			_
Acquisition etc. of property, plant and equipment		(682,251)	(1,454,666)
Acquisition of fixed asset investments		(81,798)	(89,641)
Cash flows from investing activities		(764,049)	(1,544,307)
Free cash flows generated from operations and		62,201,573	34,936,359
investments before financing			
Repayments of loans etc.		(40,282,294)	(27,490,294)
Acquisition and sale of warrents		(1,049,177)	0
Acquisition of minority shares		(3,247,884)	0
Cash flows from financing activities		(44,579,355)	(27,490,294)

Increase/decrease in cash and cash equivalents	17,622,218	7,446,065
Cash and cash equivalents beginning of year	35,700,853	28,254,788
Cash and cash equivalents end of year	53,323,071	35,700,853
Cash and cash equivalents at year-end are composed of:		
Cash	53,323,071	35,700,853
Cash and cash equivalents end of year	53,323,071	35,700,853

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## Notes to consolidated financial statements

#### 1 Events after the balance sheet date

Average number of full-time employees

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

#### 2 Revenue

		2022 DKK
Europe		347,914,006
Rest of World		57,513,538
Total revenue by geographical market		405,427,544
Furnitures, lighting, accessories		405,427,544
Total revenue by activity		405,427,544
3 Fees to the auditor appointed by the Annual General Meeting		
	2023	2022
	DKK	DKK
Statutory audit services	477,750	474,250
Tax services	601,575	514,650
Other services	59,524	590,540
	1,138,849	1,579,440
4 Staff costs		
	2023	2022
	DKK	DKK
Wages and salaries	48,859,917	40,745,071
Pension costs	5,232,730	4,134,946
Other social security costs	1,586,531	1,045,925
Other staff costs	2,900,343	4,119,518
	58,579,521	50,045,460

	Remuneration	Remuneration
	of	of
	management	management
	2023	2022
	DKK	DKK
Total amount for management categories	2,912,324	2,717,058
	2,912,324	2,717,058

#### **Special incentive programmes**

An incentive scheme for key management personnel has been established to motivate and retain the participants.

The incentive scheme has allowed participants to subscribe for a number of warrants, entitling all holders to collectively buy 380,185 warrents of a nominal value of DKK 380,185 in the Group at a price agreed in advance.

As of 31st December 2023, management participants in the incentive scheme have subscribed for 219,371 warrants in total.

Management categories have been summarized, as the executive board consists of one individual.

#### 5 Depreciation, amortisation and impairment losses

	2023	2022	
	DKK	DKK	
Amortisation of intangible assets	29,931,743	29,813,950	
Depreciation on property, plant and equipment	1,446,079	1,372,839	
	31,377,822	31,186,789	
6 Other financial income			
	2023	2022	
	DKK	DKK	
Other interest income	429,737	0	
Other financial income	543,248	244,275	
	972,985	244,275	
7 Other financial expenses			
	2023	2022	
	DKK	DKK	
Other interest expenses	14,103,971	10,175,703	
Exchange rate adjustments	1,258,561	2,031,217	
Other financial expenses	0	52,193	
	15,362,532	12,259,113	

#### 8 Tax on profit/loss for the year

		2023	2022
		DKK	DKK
Current tax		8,323,761	11,928,280
Change in deferred tax		(2,231,997)	(2,474,944)
Adjustment concerning previous years		3,113,354	45,151
		9,205,118	9,498,487
9 Proposed distribution of profit/loss			
		2023	2022
		DKK	DKK
Retained earnings		(1,591,482)	23,417,771
Minority interests' share of profit/loss		(482,316)	0
		(2,073,798)	23,417,771
10 Intangible assets			
	Acquired		
	intangible	Acquired	
	assets	trademarks	Goodwill
	DKK	DKK	DKK
Cost beginning of year	29,639,794	143,566,858	390,361,660
Cost end of year	29,639,794	143,566,858	390,361,660
Amortisation and impairment losses beginning of year	(6,347,636)	(14,356,686)	(76,169,631)
Amortisation for the year	(3,004,936)	(7,178,343)	(19,748,464)
Amortisation and impairment losses end of year	(9,352,572)	(21,535,029)	(95,918,095)
Carrying amount end of year	20,287,222	122,031,829	294,443,565

A subset of intangible assets are recognized based on a purchase price allocation in connection with acquisitions.

#### 11 Property, plant and equipment

	Other fixtures and fittings,	
	tools and	Leasehold
	equipment i	mprovements
	DKK	DKK
Cost beginning of year	4,446,056	1,758,865
Transfers	(2,322,438)	2,322,438
Additions	605,416	76,835
Cost end of year	2,729,034	4,158,138
Depreciation and impairment losses beginning of year	(2,256,924)	(1,159,107)
Transfers	1,356,363	(1,356,363)
Depreciation for the year	(679,634)	(766,445)
Depreciation and impairment losses end of year	(1,580,195)	(3,281,915)
Carrying amount end of year	1,148,839	876,223

#### **12 Financial assets**

	Deposits
	DKK
Cost beginning of year	1,924,641
Additions	81,798
Cost end of year	2,006,439
Carrying amount end of year	2,006,439

#### **13 Prepayments**

Prepayments consist prepaid costs, primarily insurances and membership fees, relating to the next year.

#### 14 Deferred tax

	2023	2022
	DKK	DKK
Intangible assets	31,310,191	33,527,025
Property, plant and equipment	(251,208)	(236,045)
Deferred tax	31,058,983	33,290,980

	2023	2022	
Changes during the year	DKK	DKK	
Beginning of year	33,290,980	35,765,924	
Recognised in the income statement	(2,231,997)	(2,474,944)	
End of year	31,058,983	33,290,980	

#### **15 Other provisions**

Other provisions for warranty and fairness of DKK 1 million have been recognised as of 31 December 2023 to

cover expected warranty and fairness claims. The size and timing of the provisions is based on previous experience of the level and timing of repairs and returns. The expected amount due within one year amounts to DKK 1 million. No amount is expected to be outstanding after 5 years.

#### 16 Non-current liabilities other than provisions

			Due after
	Due within 12	Due within 12	more than 12
	months	months	months
	2023	2022	2023
	DKK	DKK	DKK
Bank loans	40,000,000	33,000,000	84,804,386
Other payables	0	0	61,819,196
	40,000,000	33,000,000	146,623,582

All debt is due within five years.

#### 17 Changes in working capital

	2023	2022
	DKK	DKK
Increase/decrease in inventories	23,223,166	19,056,580
Increase/decrease in receivables	11,962,437	(11,350,278)
Increase/decrease in trade payables etc.	10,053,379	(24,707,674)
	45,238,982	(17,001,372)

#### **18 Contingent liabilities**

	2023	2022
	DKK	DKK
Recourse and non-recourse guarantee commitments	25,003,660	15,609,932
Contingent liabilities	25,003,660	15,609,932

#### 19 Assets charged and collateral

MIE5 Holding 9 ApS and its subsidiaries are subject to negative pledges (in Danish: pantsætningsforbud).

#### 20 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:

In 2023 the Group did not recognized interest on all intercompany balances.

#### **21 Group relations**

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: MIE5 Datterholding 9 ApS, Gammeltorv 18, 1457 Copenhagen.

#### **22 Subsidiaries**

		Corporate	Ownership
	Registered in	form	%
MIE5 Datterholding 9 ApS	Denmark	ApS	66.80
ferm LIVING ApS	Denmark	ApS	66.80
ferm LIVING US Inc.	USA	Inc	66.80

## **Parent income statement for 2023**

		2023	2022
	Notes	DKK	DKK
Other external expenses		(46,575)	(39,918)
Gross profit/loss		(46,575)	(39,918)
Income from investments in group enterprises		543,248	244,275
Other financial income	2	56,862	72,004
Other financial expenses	3	0	(73,634)
Profit/loss before tax		553,535	202,727
Tax on profit/loss for the year	4	80,653	24,981
Profit/loss for the year	5	634,188	227,708

## Parent balance sheet at 31.12.2023

#### **Assets**

		2023 s DKK	2022 DKK
	Notes		
Investments in group enterprises		197,082,554	194,099,678
Financial assets	6	197,082,554	194,099,678
Fixed assets		197,082,554	194,099,678
Joint taxation contribution receivable		1,689,637	24,981
Receivables		1,689,637	24,981
Cash		9,671,083	11,988,277
Current assets		11,360,720	12,013,258
Assets		208,443,274	206,112,936

#### **Equity and liabilities**

		2023	2022
	Notes	DKK	DKK
Contributed capital		1,000,000	1,000,000
Retained earnings		205,709,624	205,075,436
Equity		206,709,624	206,075,436
Trade payables		41,750	37,500
Tax payable		1,691,900	0
Current liabilities other than provisions		1,733,650	37,500
Liabilities other than provisions		1,733,650	37,500
Equity and liabilities		208,443,274	206,112,936
Events after the balance sheet date	1		
Employees	7		
Contingent liabilities	8		
Assets charged and collateral	9		
Related parties with controlling interest	10		
Non-arm's length related party transactions	11		

# Parent statement of changes in equity for 2023

	Contributed capital	Retained earnings	Total
	DKK	DKK	DKK
Equity beginning of year	1,000,000	205,075,436	206,075,436
Profit/loss for the year	0	634,188	634,188
Equity end of year	1,000,000	205,709,624	206,709,624

## Notes to parent financial statements

#### 1 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.

#### 2 Other financial income

	2023	2022 DKK
	DKK	
Financial income from group enterprises	0	72,004
Other interest income	56,862	0
	56,862	72,004
3 Other financial expenses		
	2023	2022
	DKK	DKK
Other interest expenses	0	73,634
	0	73,634
4 Tax on profit/loss for the year		
	2023	2022
	DKK	DKK
Current tax	2,263	0
Adjustment concerning previous years	(82,916)	0
Refund in joint taxation arrangement	0	(24,981)
	(80,653)	(24,981)
5 Proposed distribution of profit and loss		
	2023	2022
	DKK	DKK
Retained earnings	634,188	227,708
	634,188	227,708

#### **6 Financial assets**

Carrying amount end of year	197,082,554
Cost end of year	197,082,554
Disposals	(456,731)
Additions	3,439,607
Cost beginning of year	194,099,678
	DKK
	enterprises
	in group
	Investments

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

#### 7 Employees

The Entity has no employees other than the Executive Board. The Executive Officer has not received any remuneration.

#### **8 Contingent liabilities**

The Entity serves as the administration company in a Danish joint taxation arrangement. 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 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

#### 9 Assets charged and collateral

MIE5 Holding 9 ApS and its subsidiaries are subject to negative pledges (in Danish: pantsætningsforbud). The shares in MIE5 Datterholding 9 ApS are pledged in favour of the lenders under the Group's bank agreement.

#### 10 Related parties with controlling interest

Maj Invest Equity 5 K/S owns all shares in the Entity, thus exercising control.

#### 11 Non-arm's length related party transactions

Only non-arm's length related party transactions are disclosed in the annual report. No such transactions were conducted during the financial year.

## **Accounting policies**

#### **Reporting class**

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (large).

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year.

#### **Recognition and measurement**

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

#### **Consolidated financial statements**

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling, influence are regarded as associates.

#### **Basis of consolidation**

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Minority interests' pro rata shares of the profit/loss and the net assets are disclosed as separate items in Management's proposal for the distribution of net profit/loss and equity, respectively.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition date, with net assets having been calculated at fair value.

#### **Foreign currency translation**

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are recognised directly in the translation reserve in equity.

When recognising foreign subsidiaries that are integral entities, monetary assets and liabilities are translated using the exchange rates at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rate at the time of acquisition or the time of any subsequent revaluation or writedown. The items of the income statement are translated at the average rates of the months; however, items deriving from non-monetary assets and liabilities are translated using the historical rates applicable to the relevant non-monetary items.

#### **Income statement**

#### Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

#### Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including profit from the sale of intangible assets and property, plant and equipment, and salary refunds .

#### **Cost of sales**

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

#### Other external expenses

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

#### Staff costs

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

#### Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

#### Income from investments in group enterprises

Income from investments in group enterprises comprises dividends etc. received from the individual group enterprises in the financial year.

#### Other financial income

Other financial income comprises dividends etc. received on other investments, interest income, including interest income on receivables from group enterprises, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

#### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses 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 Parent is jointly taxed with all of its 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 is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used is 20 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

#### Intellectual property rights etc.

Intellectual property rights etc. comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

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

on a straight-line basis over their remaining duration, and licences are amortised on a straight-line basis over the term of the agreement.

Useful lives are reassessed annually. The amortisation periods used is 5 - 20 years.

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

#### Property, plant and equipment

Plant and machinery, and other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	3-5 years
Leasehold improvements	3-5 years

Estimated useful lives and residual values are reassessed annually.

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

#### Investments in group enterprises

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

#### **Inventories**

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs.

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.

#### Joint taxation contributions payable or receivable

Current joint taxation contributions payable or receivable are recognised in the balance sheet, stated as tax computed on this year's taxable income, 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 cost.

#### Cash

Cash comprises cash in hand and bank deposits.

#### **Minority interests**

On initial recognition, minority interests are measured at the minority interests' share of the acquiree's net assets measured at fair value. No goodwill related to the minority interests' equity interests in the acquiree is recognised.

#### **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.

#### Other provisions

Other provisions comprise provisions for warranty and provisions for fairness. Provisions for warranty are obligations to repair products within the warranty period, whereas provisions for fairness are obligations to repair products after the end of the warranty period.

Other provisions are recognised when there is a legal or constructive obligation as a result of events in the financial year or previous years, and it is probable that an outflow of financial resources will be required to settle the obligation. Provisions are measured at the present value of the expected expenditure required to settle the obligation.

#### **Operating leases**

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

#### Other financial liabilities

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

#### **Prepayments received from customers**

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.

#### 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.

#### **Cash flow statement**

The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes, and financial income, financial expenses and income tax paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc. of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, repayments of interest-bearing debt, including lease liabilities, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank loans.