



LiveTrends Design Group Europe ApS

Odensevej 32
5620 Glamsbjerg
CVR No. 41917253

Annual report 2022

The Annual General Meeting adopted the
annual report on 09.05.2023

Martin Rasmussen
Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2022	8
Balance sheet at 31.12.2022	9
Statement of changes in equity for 2022	11
Notes	12
Accounting policies	15

Entity details

Entity

LiveTrends Design Group Europe ApS

Odensevej 32

5620 Glamsbjerg

Business Registration No.: 41917253

Registered office: Assens

Financial year: 01.01.2022 - 31.12.2022

Board of Directors

Thomas Offer Viskum Madsen

Martin Christian Rasmussen

Søren Offer Viskum Madsen

Bisser Mihailov Georgiev

Executive Board

Martin Christian Rasmussen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Tværkajen 5

P. O. Box 10

5100 Odense

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of LiveTrends Design Group Europe ApS for the financial year 01.01.2022 - 31.12.2022.

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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

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.

Odense, 09.05.2023

Executive Board

Martin Christian Rasmussen

Board of Directors

Thomas Offer Viskum Madsen

Martin Christian Rasmussen

Søren Offer Viskum Madsen

Bisser Mihailov Georgiev

Independent auditor's report

To the shareholders of LiveTrends Design Group Europe ApS

Opinion

We have audited the financial statements of LiveTrends Design Group Europe ApS for the financial year 01.01.2022 - 31.12.2022, 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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.

Other matter

Effective from this financial year, the Entity has opted to have its financial statements audited under the International Standards on Auditing. We point out that, as disclosed in the financial statements, the comparative figures in the financial statements have not been audited but subjected to extended review.

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 under the Danish Financial Statements Act.

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 of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Odense, 09.05.2023

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Allan Dydensborg Madsen

State Authorised Public Accountant
Identification No (MNE) mne34144

Management commentary

Primary activities

The object of the Company is to be in the agriculture business and trade of home decor goods to the retail market and other businesses relation hereto.

Development in activities and finances

The result for the year is affected by a very unstable retail market in Europe – we have been facing a recession – rapidly raising cost's for consumers for Energy as well as normal household are affecting the actual "spend" on home décor and plants – that's the main reason for a decline on revenue compared with previous year.

Extreme high freight rates as well as higher energy cost are the main reasons for the negative result in 2022 – The management team consider the result for the year to be non satisfactory.

New initiatives will be activated and implemented, second half of 2023 to reduce non-profitable overheads.

There is in general a more positive attitude among retail-customers, which will help driving the sales in 2023.

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 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss		8,466,460	12,701,707
Staff costs	1	(9,750,093)	(10,174,888)
Depreciation, amortisation and impairment losses	2	(981,309)	(963,668)
Operating profit/loss		(2,264,942)	1,563,151
Other financial income		0	9,659
Other financial expenses	3	(792,000)	(589,591)
Profit/loss before tax		(3,056,942)	983,219
Tax on profit/loss for the year	4	662,646	(222,983)
Profit/loss for the year		(2,394,296)	760,236
Proposed distribution of profit and loss			
Retained earnings		(2,394,296)	760,236
Proposed distribution of profit and loss		(2,394,296)	760,236

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Goodwill		7,600,000	8,550,000
Intangible assets	5	7,600,000	8,550,000
Other fixtures and fittings, tools and equipment		139,736	132,418
Property, plant and equipment	6	139,736	132,418
Deposits		3,000	3,000
Financial assets		3,000	3,000
Fixed assets		7,742,736	8,685,418
Manufactured goods and goods for resale		19,158,679	15,375,670
Inventories		19,158,679	15,375,670
Trade receivables		1,735,951	3,916,896
Receivables from group enterprises		38,675	0
Deferred tax		549,574	0
Other receivables		50,507	58,335
Receivables from owners and management		0	38,675
Prepayments		117,307	0
Receivables		2,492,014	4,013,906
Cash		435,790	162,606
Current assets		22,086,483	19,552,182
Assets		29,829,219	28,237,600

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		50,000	50,000
Retained earnings		1,295,940	3,690,236
Equity		1,345,940	3,740,236
Deferred tax		0	117,603
Provisions		0	117,603
Bank loans		2,570,450	3,870,604
Other payables		9,645,851	9,631,650
Non-current liabilities other than provisions	7	12,216,301	13,502,254
Current portion of non-current liabilities other than provisions	7	1,330,000	1,329,996
Bank loans		6,309,546	2,055,952
Trade payables		5,114,955	5,189,623
Payables to owners and management		1,584,190	0
Income tax payable		0	105,380
Other payables	8	1,928,287	2,196,556
Current liabilities other than provisions		16,266,978	10,877,507
Liabilities other than provisions		28,483,279	24,379,761
Equity and liabilities		29,829,219	28,237,600
Unrecognised rental and lease commitments	9		
Contingent liabilities	10		
Assets charged and collateral	11		

Statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	50,000	3,690,236	3,740,236
Profit/loss for the year	0	(2,394,296)	(2,394,296)
Equity end of year	50,000	1,295,940	1,345,940

Notes

1 Staff costs

	2022	2021
	DKK	DKK
Wages and salaries	9,348,563	9,903,506
Other social security costs	249,209	147,960
Other staff costs	152,321	123,422
	9,750,093	10,174,888
Average number of full-time employees	22	24

2 Depreciation, amortisation and impairment losses

	2022	2021
	DKK	DKK
Amortisation of intangible assets	950,000	950,000
Depreciation of property, plant and equipment	31,309	13,668
	981,309	963,668

3 Other financial expenses

	2022	2021
	DKK	DKK
Financial expenses from group enterprises	120,401	139,729
Other interest expenses	531,149	390,979
Exchange rate adjustments	100,600	29,033
Other financial expenses	39,850	29,850
	792,000	589,591

4 Tax on profit/loss for the year

	2022	2021
	DKK	DKK
Current tax	4,531	105,380
Change in deferred tax	(667,177)	117,603
	(662,646)	222,983

5 Intangible assets

	Goodwill DKK
Cost beginning of year	9,500,000
Cost end of year	9,500,000
Amortisation and impairment losses beginning of year	(950,000)
Amortisation for the year	(950,000)
Amortisation and impairment losses end of year	(1,900,000)
Carrying amount end of year	7,600,000

6 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Cost beginning of year	146,086
Additions	38,627
Cost end of year	184,713
Depreciation and impairment losses beginning of year	(13,668)
Depreciation for the year	(31,309)
Depreciation and impairment losses end of year	(44,977)
Carrying amount end of year	139,736

7 Non-current liabilities other than provisions

	Due within 12 months 2022 DKK	Due within 12 months 2021 DKK	Due after more than 12 months 2022 DKK
Bank loans	1,330,000	1,329,996	2,570,450
Other payables	0	0	9,645,851
	1,330,000	1,329,996	12,216,301

Other payable includes loan to Offer Madsen Ltd. 8.927 T.DKK., and holiday pay obligation 719 T.DKK.

8 Other payables

	2022	2021
	DKK	DKK
VAT and duties	1,290,307	695,228
Wages and salaries, personal income taxes, social security costs, etc. payable	231,629	1,069,234
Holiday pay obligation	265,471	331,281
Other costs payable	140,880	100,813
	1,928,287	2,196,556

9 Unrecognised rental and lease commitments

	2022	2021
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	2,774,000	3,692,523

10 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where LiveTrends Design Group Europe Holding 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.

11 Assets charged and collateral

Bank loans are secured by indemnity letter 6.500 T.DKK with security in inventory, goodwill and operating equipment, to book value 28.495 T.DKK.

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.

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

Effective from this financial year, the Entity has opted to have its financial statements audited. The comparative figures in the financial statements, including disclosures in the notes, have not been audited but subjected to extended review.

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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

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.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary 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 salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to 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.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, 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 on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, 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.

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. For other amounts of goodwill, 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 are 10 years.

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

Property, plant and equipment

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

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.

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. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production 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.

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.

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.

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

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

Tax receivable or payable

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