Terzo D Holdco ApS

Gl. Skartved 11
6091 Bjert
CVR No. 42156647

Annual report 2023

The Annual General Meeting adopted the annual report on 11.07.2024

Henning Bröchner
Chairman of the General Meeting

Contents

Entity details

Entity

Terzo D Holdco ApS
Gl. Skartved 11
6091 Bjert

Business Registration No.: 42156647
Registered office: Kolding
Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Marco Capello
Mathieu Develay
Tina Søgaard
Henning Bröchner

Executive Board

Tina Søgaard
Mads Jomo Elg

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Egtved Allé 4
6000 Kolding

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Terzo D Holdco 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.

Bjert, 11.07.2024

Executive Board

Tina Søgaard

Mads Jomo Elg

Board of Directors

Marco Capello

Mathieu Develay

Tina Søgaard

Henning Bröchner

Independent auditor's report

To the shareholders of Terzo D Holdco ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of Terzo D Holdco 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.

Kolding, 11.07.2024

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Lars Ørum Nielsen
State Authorised Public Accountant
Identification No (MNE) mne26771

Management commentary

Financial highlights

	2023 DKK'000	2022 DKK'000	2021 DKK'000
Key figures			
Gross profit/loss	24,775	(896)	(2,494)
Operating profit/loss	(55,431)	(66,612)	(48,595)
Net financials	(11,166)	(8,743)	(6,319)
Profit/loss for the year	(78,912)	(62,751)	(47,213)
Balance sheet total	211,553	264,346	303,065
Investments in property, plant and equipment	10,182	1,758	9,894
Equity	(81,126)	(2,214)	60,537
Cash flows from operating activities	(11,306)	(6,319)	(49,473)
Cash flows from investing activities	(11,347)	(4,200)	(214,728)
Cash flows from financing activities	21,956	7,380	268,515
Ratios			
Equity ratio (%)	(38.35)	(0.84)	19.97

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

Equity ratio (%):
Equity * 100
Balance sheet total

Primary activities

When Tina Søgaard started to blend her own skincare, she did not realize that this was the beginning of a new skincare brand and a new business adventure. At that time, she had just been through a difficult divorce, which had a negative effect on her skin which was looking tired and pale. With her profound experience within skincare, she knew which ingredients to use to give her skin the necessary booster.

She started to blend creams and serums and oils in her own kitchen. It did not take long until the family and friends of Tina noticed the improvement with her skin, and therefore wanted to test the products themselves. They brought all possible sorts of containers to be able to sample the products for their own use.

Helping family and friends with their skin problems became therapeutical for Tina. It was never the intention to market the products commercially. However, the effectiveness soon became well known among cosmetologists and beauty retailers, who wanted to carry Tina's products as part of their assortment. From there the rest is history, as ECOOKING as a brand was born. A Danish skincare brand which first and foremost has focus on effectiveness and secondly on as much natural and ecologic ingredients as possible.

"Our ambition is, that we will be the leading Danish skincare brand internationally. We aim for being the best at combining effective skincare with natural and ecological ingredients, never compromising on effectiveness or content. We always base our work on our values of Transparency, Honesty, Decency".

Development in activities and finances

The ECOOKING organization has been strengthened considerably during 2023 to support future national and international growth as well as creating stronger internal support functions. The focus on stronger international growth will be increased in the coming years while still seeking to optimize and grow our national market.

A primary focus area has been to build our own web-shop; www.ecooking.dk and www.ecooking.com and the supporting organization, and also on focusing on our international markets where we have recruited specialists within their fields to support these areas going forward.

The focus in the coming period is to continue the growth journey as well as supporting the international brand-building of ECOOKING. Additionally, there are many activities geared towards strengthening the internal structure to support the consumer experience in this important field.

In 2023 there were few but important product launches in ECOOKING within our skincare range. We successfully launched a new Day Cream with SPF20 and Vitamin A capsules in two variants. All products were received very well by our consumers both nationally and internationally.

Profit/loss for the year in relation to expected developments

The net result for 2023 is a loss of tDKK 78,099 (2022: tDKK -62,751) which is not in line with expectations.

The equity of Terzo D Holdco ApS is tDKK -80.313 (2022: tDKK -2.214)

Outlook

2024 will be another transition year for ECOOKING. Focus will be to grow our Nordic and Danish business as well as prepare our international activities for strong growth. This involves building a stronger commercial organization as well as building stronger internal processes. In the beginning of 2024, there has been several important recruitments to support the future growth agenda:

- Marie-Clémentine Kaeppelin Lyngsø has joined the company as new CMO
- Hanne Frøling Kriegbaum has joined the company as new Sales Director

Use of financial instruments

Business risks

The Group's key business risks are related to its ability to maintain a strong position in the markets in which the ECOOKING brand is sold. Throughout 2023, ECOOKING has continued the work to strengthen the brands' DNA and design as well as physical presence.

This process will continue in the coming years with a view to strengthen ECOOKING's profile and enhance the international commercial aspects of the concept, and thus develop and reinforce the brand's position.

Financial risks

Given its operations, investments and financing structure, Terzo D HoldCo ApS is exposed to changes in exchange and interest rates. The Group pursues a low-risk financial policy approved by the Board of Directors in order to ensure that currency risks arise only as a result of commercial conditions. The Group has not applied derivative financial instruments in 2023.

Knowledge resources

In order to be able to continuously strengthen its international profile and supply competitive products at the right price and quality, it is essential that the Group can recruit and retain the most talented employees. The Group is to some extent still dependent on product and brand development by the founder. There are activities planned to reduce this dependency.

Environmental performance

Needs and requirements for reporting on environmental performance and ESG are increasing. European legislation as well as consumers' demands for insights has motivated the company to streamline ESG-initiatives and 2023 was the second year in a five-year strategy for sustainability. Focus is primarily on energy consumption and climate impact, and on packaging and social impacts; internally and externally.

2021 has been chosen as baseline year for a wide range of KPI's – some already defined and some which will be implemented in the coming years. An up-to-date Code of Conduct for suppliers has been implemented, and there are plans for enhancing the amount of organic and / or natural ingredients in place, most packaging solution has been revisited and plans has been developed for improvements as part of new product launches.

2023 was the first year where the Group participated in a ESG software system to enhance our ability to report on non-financial data. Going forward the Group will report on non-financial data each quarter through this ESG software.

Research and development activities

The Company develops and maintains most products internally, and thus owns IP rights to these formulas. There is an internal laboratory with experienced employees who develop and test all formulas before manufacturing takes place. Most of the production takes place with skilled external suppliers. The Company has a variety of sourcing alternatives, which reduces the dependency on single suppliers.

Events after the balance sheet date

There were no events after the balance sheet date.

Consolidated income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		**24,775,055**	**(895,577)**
Staff costs	3	(40,557,746)	(42,732,610)
Depreciation, amortisation and impairment losses	4	(37,921,600)	(22,519,213)
Other operating expenses		(1,726,924)	(464,587)
Operating profit/loss		**(55,431,215)**	**(66,611,987)**
Other financial income		38,367	4,260
Other financial expenses	5	(11,203,953)	(8,747,533)
Profit/loss before tax		**(66,596,801)**	**(75,355,260)**
Tax on profit/loss for the year	6	(12,315,149)	12,604,723
Profit/loss for the year	7	**(78,911,950)**	**(62,750,537)**

Consolidated balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Completed development projects	9	712,542	200,000
Acquired intangible assets		782,926	525,300
Acquired patents		0	0
Acquired licences		0	0
Acquired rights		929,143	1,489,266
Goodwill		127,097,103	157,769,589
Intangible assets	8	**129,521,714**	**159,984,155**
Other fixtures and fittings, tools and equipment		4,963,782	4,977,765
Leasehold improvements		1,545,790	1,560,092
Leased assets		3,862,984	0
Property, plant and equipment	10	**10,372,556**	**6,537,857**
Deposits		883,544	892,654
Financial assets	11	**883,544**	**892,654**
Fixed assets		**140,777,814**	**167,414,666**
Manufactured goods and goods for resale		32,012,523	39,690,005
Inventories		**32,012,523**	**39,690,005**
Trade receivables		28,627,607	34,454,276
Deferred tax	12	7,700,000	20,015,149
Other receivables		733,225	747,296
Prepayments	13	1,224,253	850,974
Receivables		**38,285,085**	**56,067,695**
Cash		**477,492**	**1,173,596**
Current assets		**70,775,100**	**96,931,296**
Assets		**211,552,914**	**264,345,962**

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital	14	1,008,427	1,008,427
Retained earnings		(82,134,349)	(3,222,399)
Equity		**(81,125,922)**	**(2,213,972)**
Lease liabilities		1,064,489	0
Payables to group enterprises		42,263,999	30,230,118
Payables to owners and management		18,132,432	12,974,291
Other payables		34,181,612	33,157,737
Non-current liabilities other than provisions	15	**95,642,532**	**76,362,146**
Current portion of non-current liabilities other than provisions	15	2,744,088	0
Bank loans		68,311,115	73,061,055
Trade payables		18,313,142	16,461,696
Payables to group enterprises		73,228,083	68,722,555
Payables to owners and management		31,221,717	30,021,872
Other payables		3,218,159	1,930,610
Current liabilities other than provisions		**197,036,304**	**190,197,788**
Liabilities other than provisions		**292,678,836**	**266,559,934**
Equity and liabilities		**211,552,914**	**264,345,962**
Going concern	1		
Events after the balance sheet date	2		
Unrecognised rental and lease commitments	17		
Assets charged and collateral	18		
Non-arm’s length related party transactions	19		
Subsidiaries	20		

Consolidated statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1,008,427	(3,222,399)	(2,213,972)
Profit/loss for the year	0	(78,911,950)	(78,911,950)
Equity end of year	**1,008,427**	**(82,134,349)**	**(81,125,922)**

Consolidated cash flow statement for 2023

	Notes	2023 DKK	2022 DKK
Operating profit/loss		(55,431,215)	(66,611,987)
Amortisation, depreciation and impairment losses		37,921,600	22,519,213
Working capital changes	16	17,316,923	47,102,628
Profit/loss from the sale of fixed assets		52,766	(38,866)
Cash flow from ordinary operating activities		**(139,926)**	**2,970,988**
Financial income received		38,367	4,260
Financial expenses paid		(11,203,953)	(8,747,533)
Taxes refunded/(paid)		0	(546,369)
Cash flows from operating activities		**(11,305,512)**	**(6,318,654)**
Acquisition etc. of intangible assets		(1,507,204)	(2,807,230)
Sale of intangible assets		200,000	0
Acquisition etc. of property, plant and equipment		(10,182,019)	(1,758,232)
Acquisition of fixed asset investments		142,600	365,000
Cash flows from investing activities		**(11,346,623)**	**(4,200,462)**
Free cash flows generated from operations and investments before financing		**(22,652,135)**	**(10,519,116)**
Loans raised		3,808,576	0
Incurrence of debt to group enterprises		16,539,409	98,952,673
Incurrence of debt to participating interests		6,357,986	0
Repayment of debt to participating interests		0	(82,218,293)
Changes in short term bank loans		(4,749,940)	(9,354,784)
Cash flows from financing activities		**21,956,031**	**7,379,596**
Increase/decrease in cash and cash equivalents		**(696,104)**	**(3,139,520)**
Cash and cash equivalents beginning of year		1,173,596	4,313,116
Cash and cash equivalents end of year		**477,492**	**1,173,596**

Cash and cash equivalents at year-end are composed of:

Cash	477,492	1,173,596
Cash and cash equivalents end of year	**477,492**	**1,173,596**

Notes to consolidated financial statements

1 Going concern

The Group's equity is negative as of 31.12.2023. Management's assessment is that the equity will be re-established through future earnings.

In the first half of 2024, management has already taken initiatives and adjusted the organization to ensure future earnings.

Management has confirmed that the company's owners will provide a group contribution in 2024. In addition, liquidity to ensure operations is secured through credit Institute, which will maintain the existing credit line through new guarantees from the company's owners.

2 Events after the balance sheet date

In order to support the company's capital readiness, capital grants have been pledged in 2024.

No other events have occured af the balance sheet date, which would influence the evaluation of this annual report.

3 Staff costs

	2023 DKK	2022 DKK
Wages and salaries	35,588,593	37,851,118
Pension costs	2,584,333	2,721,838
Other social security costs	532,503	700,499
Other staff costs	1,852,317	1,459,155
	40,557,746	**42,732,610**

Average number of full-time employees	**64**	**79**

	Remuneration of management 2023 DKK	Remuneration of management 2022 DKK
Board of Directors	6,880,177	5,496,718
	6,880,177	**5,496,718**

4 Depreciation, amortisation and impairment losses

	2023 DKK	2022 DKK
Amortisation of intangible assets	20,664,595	19,982,316
Impairment losses on intangible assets	11,096,000	0
Depreciation on property, plant and equipment	6,161,005	2,536,897
	37,921,600	**22,519,213**

5 Other financial expenses

	2023 DKK	2022 DKK
Financial expenses from group enterprises	4,365,250	3,229,526
Other interest expenses	6,733,733	5,284,533
Exchange rate adjustments	104,566	233,473
Other financial expenses	404	1
	11,203,953	**8,747,533**

6 Tax on profit/loss for the year

	2023 DKK	2022 DKK
Change in deferred tax	12,315,149	(12,604,723)
	12,315,149	**(12,604,723)**

7 Proposed distribution of profit/loss

	2023 DKK	2022 DKK
Retained earnings	(78,911,950)	(62,750,537)
	(78,911,950)	**(62,750,537)**

8 Intangible assets

	Completed development projects DKK	Acquired intangible assets DKK	Acquired patents DKK	Acquired licences DKK	Acquired rights DKK
Cost beginning of year	500,435	1,189,609	80,000	69,249	2,460,573
Additions	712,542	794,662	0	0	0
Disposals	(500,435)	(316,658)	(80,000)	(69,249)	0
Cost end of year	**712,542**	**1,667,613**	**0**	**0**	**2,460,573**
Amortisation and impairment losses beginning of year	(300,435)	(664,309)	(80,000)	(69,249)	(971,307)
Impairment losses for the year	0	0	0	0	0
Amortisation for the year	(11,111)	(516,875)	0	0	(560,123)
Reversal regarding disposals	311,546	296,497	80,000	69,249	0
Amortisation and impairment losses end of year	**0**	**(884,687)**	**0**	**0**	**(1,531,430)**
Carrying amount end of year	**712,542**	**782,926**	**0**	**0**	**929,143**

	Goodwill DKK
Cost beginning of year	191,330,723
Additions	0
Disposals	(285,000)
Cost end of year	**191,045,723**
Amortisation and impairment losses beginning of year	(33,561,134)
Impairment losses for the year	(11,096,000)
Amortisation for the year	(19,576,486)
Reversal regarding disposals	285,000
Amortisation and impairment losses end of year	**(63,948,620)**
Carrying amount end of year	**127,097,103**

Measurement of goodwill and other intangible assets is based on management estimates, which are uncertain, of future growth, expected operating margins and discount rate. A goodwill impairment test has been performed in 2023 and based on the impairment test a loss of 11,096 kDKK has been recognized.

9 Development projects

Regards devolopment cost for the entitys website.

10 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK	Leased assets DKK
Cost beginning of year	9,368,560	1,867,481	0
Additions	2,645,175	248,818	7,288,026
Disposals	(977,974)	(88,194)	0
Cost end of year	**11,035,761**	**2,028,105**	**7,288,026**
Depreciation and impairment losses beginning of year	(4,390,795)	(307,389)	0
Depreciation for the year	(2,518,793)	(217,170)	(3,425,042)
Reversal regarding disposals	837,609	42,244	0
Depreciation and impairment losses end of year	**(6,071,979)**	**(482,315)**	**(3,425,042)**
Carrying amount end of year	**4,963,782**	**1,545,790**	**3,862,984**

11 Financial assets

	Deposits DKK
Cost beginning of year	892,654
Additions	34,220
Disposals	(43,330)
Cost end of year	**883,544**
Carrying amount end of year	**883,544**

12 Deferred tax

	2023 DKK	2022 DKK
Intangible assets	(153,441)	(368,307)
Property, plant and equipment	2,113,415	704,634
Receivables	(269,335)	(187,214)
Liabilities other than provisions	327,229	327,229
Tax losses carried forward	5,682,132	19,538,807
Deferred tax	**7,700,000**	**20,015,149**

Changes during the year	2023 DKK	2022 DKK
Beginning of year	20,015,149	7,813,572
Recognised in the income statement	(12,315,149)	12,201,577
End of year	**7,700,000**	**20,015,149**

Deferred tax assets

The deferred tax asset is recognized on the expectation that it can be used within a maximum of 3-5 years, based on prepared budgets and strategic plans. The utilization of the deferred tax asset is depended on future earnings within 3-5 years and has therefore been written down to 7.7 mDKK on the basis of expected utilization for the next 3-5 years.

The Group has an unrecognized tax asset of 19,3 mDKK and therefore sufficient tax depreciation base to avoid having to pay tax for a number of years.

13 Prepayments

Prepayments relate to various prepaid items.

14 Contributed capital

	Number	Par value DKK	Nominal value DKK
Shares	1,008,427	1.00	1,008,427
	1,008,427		**1,008,427**

15 Non-current liabilities other than provisions

	Due within 12 months 2023 DKK	Due after more than 12 months 2023 DKK	Outstanding after 5 years 2023 DKK
Lease liabilities	2,744,088	1,064,489	0
Payables to group enterprises	0	42,263,999	42,263,999
Payables to owners and management	0	18,132,432	18,132,432
Other payables	0	34,181,612	34,181,612
	2,744,088	**95,642,532**	**94,578,043**

16 Changes in working capital

	2023 DKK	2022 DKK
Increase/decrease in inventories	7,677,482	31,462,032
Increase/decrease in receivables	5,476,571	(1,557,229)
Increase/decrease in trade payables etc.	4,162,870	17,197,825
	17,316,923	**47,102,628**

17 Unrecognised rental and lease commitments

	2023 DKK	2022 DKK
Total liabilities under rental or lease agreements until maturity	**1,177,219**	**5,003,741**

18 Assets charged and collateral

Bank loans are secured by the way of mortgage deed of DKK 16,500k nominal total. The carrying amount of mortgaged assets is DKK 75,555k.

19 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.

20 Subsidiaries

	Registered in	Corporate form	Ownership %
Terzo Beauty ApS	Bjert, Denmark	ApS	100.00
Ecooking A/S	Bjert, Denmark	ApS	100.00
Ecooking NO AS	Ytre Enebakk, Norway	ApS	100.00

Parent income statement for 2023

	Notes	2023 DKK	2022 DKK
Gross profit/loss		**(49,000)**	**(48,248)**
Income from investments in group enterprises		(71,378,969)	(59,113,904)
Other financial income	2	412,003	1
Other financial expenses	3	(6,236,841)	(4,614,103)
Profit/loss before tax		**(77,252,807)**	**(63,776,254)**
Tax on profit/loss for the year	4	(1,659,143)	1,025,717
Profit/loss for the year	5	**(78,911,950)**	**(62,750,537)**

Parent balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Investments in group enterprises		66,177,370	137,556,339
Financial assets	6	**66,177,370**	**137,556,339**
Fixed assets		**66,177,370**	**137,556,339**
Receivables from group enterprises		15,353,875	0
Deferred tax	7	0	1,659,143
Receivables		**15,353,875**	**1,659,143**
Cash		**9,155**	**33**
Current assets		**15,363,030**	**1,659,176**
Assets		**81,540,400**	**139,215,515**

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		1,008,427	1,008,427
Retained earnings		(82,134,349)	(3,222,399)
Equity		**(81,125,922)**	**(2,213,972)**
Payables to group enterprises		42,263,999	30,230,118
Payables to owners and management		18,132,432	12,974,291
Non-current liabilities other than provisions	8	**60,396,431**	**43,204,409**
Trade payables		50,000	50,000
Payables to group enterprises		71,553,924	68,722,555
Payables to owners and management		30,665,967	29,452,523
Current liabilities other than provisions		**102,269,891**	**98,225,078**
Liabilities other than provisions		**162,666,322**	**141,429,487**
Equity and liabilities		**81,540,400**	**139,215,515**
Events after the balance sheet date	1		
Employees	9		
Contingent liabilities	10		
Related parties with controlling interest	11		
Non-arm's length related party transactions	12		

Parent statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1,008,427	(3,222,399)	(2,213,972)
Profit/loss for the year	0	(78,911,950)	(78,911,950)
Equity end of year	**1,008,427**	**(82,134,349)**	**(81,125,922)**

Notes to parent financial statements

1 Events after the balance sheet date

No events have occured af the balance sheet date, which would influence the evaluation of this annual report.

2 Other financial income

	2023 DKK	2022 DKK
Financial income from group enterprises	412,000	0
Other financial income	3	1
	412,003	**1**

3 Other financial expenses

	2023 DKK	2022 DKK
Financial expenses from group enterprises	4,365,250	3,229,526
Other interest expenses	1,871,591	1,384,577
	6,236,841	**4,614,103**

4 Tax on profit/loss for the year

	2023 DKK	2022 DKK
Change in deferred tax	1,659,143	(1,025,717)
	1,659,143	**(1,025,717)**

5 Proposed distribution of profit and loss

	2023 DKK	2022 DKK
Retained earnings	(78,911,950)	(62,750,537)
	(78,911,950)	**(62,750,537)**

6 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	241,637,398
Cost end of year	**241,637,398**
Impairment losses beginning of year	(104,081,059)
Share of profit/loss for the year	(71,378,969)
Impairment losses end of year	**(175,460,028)**
Carrying amount end of year	**66,177,370**

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

7 Deferred tax

Changes during the year	2023 DKK	2022 DKK
Beginning of year	1,659,143	1,659,143
Recognised in the income statement	(1,659,143)	0
End of year	**0**	**1,659,143**

8 Non-current liabilities other than provisions

	Due after more than 12 months 2023 DKK	Outstanding after 5 years 2023 DKK
Payables to group enterprises	42,263,999	30,230,118
Payables to owners and management	18,132,432	12,974,291
	60,396,431	**43,204,409**

9 Employees

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

10 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.

11 Related parties with controlling interest

Bluegem III, SCSp Luxembourg owns 70% of the shares in the Entity, thus exercising control.

12 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 prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

Changes in accounting policies

he Entity has decided to change its accounting policy on recognition of leases.

To better achieve a fair presentation of the Entity's financial position and results, leases are recognised in accordance with the accounting principles of the International Financial Reporting Standard IFRS 16 Leases, effective 1 January 2023. IFRS 16 does not distinguish between operating leases and finance leases but requires the recognition of a lease asset (right-of-use asset) and a lease liability when entering into leases, except for leases with a lease term ending within 12 months (short-term leases) and contracts to lease assets of low value.

Application of transition requirements

According to the transition requirements of the Danish Financial Statements Act, the comparative figures are not restated, and the cumulative effect of the transition is recognised in equity at the beginning of the financial year. The change only includes leases stretching into the current financial year.

Moreover, the following transition requirements of IFRS 16 have been applied:

- Amounts previously recognised for leases classified and recognised as a finance lease have not been changed.
- For leases previously classified as an operating lease, the following is applicable:
- Lease liabilities are measured at the present value of the remaining lease payments, discounted using the Entity's incremental borrowing rate at the date of initial application on 1 January 2023.
- Lease assets are measured at an amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments.
- Lease assets are written down to the lower of recoverable amount and carrying amount.
- Leases for which the lease term ends within 12 months on 1 January 2023 are accounted for in the same way as short-term leases, despite the original lease term, thus not recognised as a lease asset or a lease liability.
- Direct costs paid at the inception of a lease are excluded from the measurement of the lease assets.

Interpretation of changes in accounting policies due to the application of IFRS 16

Leases previously classified as operating leases

The application of IFRS 16 changes the treatment of leases previously classified as operating leases, thus not recognised in the balance sheet. Lease payments from operating leases were previously recognised on a straight-line basis in the income statement as Other external expenses over the lease term.

Lease payments from short-term leases (with a maximum lease term of 12 months and with no option to extend) and contracts to lease assets of low value (e.g. computers and office furniture) are still recognised on a straight-line basis over the term of the contract. The lease payments are recognised as Other external expenses in the income statement.

For all other leases:
a) Lease assets and lease liabilities are recognised in the balance sheet, initially measured at the present value of future lease payments.
b) Depreciation and impairment losses on lease assets and interest on lease liabilities are recognised in the income statement.
c) The total lease payment is separated into repayment of the lease liability (i0and interest (d

Lease assets are written down to the lower of recoverable amount and carrying amount, replacing the former requirement of recognising a provision for onerous leases.

The change in accounting policies has led to an decrease in other external expenses of kDKK 3.435 respectively an increase in depresiations of 3.425 kDKK and an increase in financial costs of 188 kDKK
. Consequently, the total effect of the change in accounting policies is a increase in this year's pre-tax loss with kDKK 178. Tax for the year incumbent on the change in
accounting policies, consisting of an adjustment of deferred tax, amounts to kDKK 39, after which net loss for the year increases by kDKK 139. The balance sheet total increases by kDKK 3.863, while equity decreases by kDKK 139 at 31.12.2023.

Apart from the areas mentioned above, the annual report has been presented applying the accounting policies consistent with 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.

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.

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.

Business combinations

Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised in intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, other operating income, costs 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.

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 equipment and intangible assets comprise depreciation and amortisation for the financial year, and gains and losses from the sale of equipment.

Other operating expenses
Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities, including loss from the sale of intangible assets and property, plant and equipment.

Income from investments in group enterprises
Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income
Other financial income comprises interest income and exchange gains on transactions in foreign currencies.

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises and exchange losses on transactions in foreign currencies.

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 and other Danish consolidated companies. The current Danish income tax is allocated among the jointly taxed companies 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. For one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. 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 5-10 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 acquired intellectual property rights.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity in the reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation periods used are 3-5 years.

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.

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

Equipment

Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

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	5-10 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

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 recognised and measured in the parent financial statements according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Reference is made to the above section on business combinations for more details about the accounting policies applied to acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Goodwill is the difference between cost of investments and fair value of the pro rata share 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. Goodwill has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. Useful lives are reassessed annually. The amortisation periods used are 10 years.

Investments in group enterprises 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.

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

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

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

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.

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

Cash
Cash comprises bank deposits.

Lease liabilities
Lease liabilities relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease liabilities are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

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.

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 of enterprises and purchase, development, improvement and sale etc. of intangible assets 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.

Cash and cash equivalents comprise cash.