

Nissens Automotive Service A/S

Ormhøjgårdvej 9, 8700 Horsens

CVR no. 42 21 07 49

Annual report 2022/23

Approved at the Company's annual general meeting on 7 July 2023

Chair of the meeting:

.....
Mikkel Kroglund Andersen

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Financial statements 1 May 2022 - 30 April 2023	6
Income statement	6
Balance sheet	7
Statement of changes in equity	9
Notes to the financial statements	10

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Nissens Automotive Service A/S for the financial year 1 May 2022 - 30 April 2023.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 30 April 2023 and of the results of the Company's operations for the financial year 1 May 2022 - 30 April 2023.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Horsens, 7 July 2023
Executive Board:

.....
Klavs T. Pedersen

.....
Thomas Brandt Pasgaard

Board of Directors:

.....
Mikkel Kroglund Andersen
Chairman

.....
Klavs T. Pedersen

.....
Morten Bøgetoft Thomsen

Independent auditor's report

To the shareholder of Nissens Automotive Service A/S

Opinion

We have audited the financial statements of Nissens Automotive Service A/S for the financial year 1 May 2022 - 30 April 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 30 April 2023 and of the results of the Company's operations for the financial year 1 May 2022 - 30 April 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 the 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 our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company 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.

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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company 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 as to 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 the 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.

Independent auditor's report

- ▶ 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 Company'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 Company'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 Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, 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's review

Management is responsible for the Management's review.

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

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Odense, 7 July 2023
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Henrik Carstensen
State Authorised Public Accountant
mne47765

Management's review

Company details

Name	Nissens Automotive Service A/S
Address, Postal code, City	Ormhøjgårdvej 9, 8700 Horsens
CVR no.	42 21 07 49
Established	12 March 2021
Financial year	1 May 2022 - 30 April 2023
Board of Directors	Mikkel Kroglund Andersen, Chairman Klavs T. Pedersen Morten Bøgetoft Thomsen
Executive Board	Klavs T. Pedersen Thomas Brandt Pasgaard
Auditors	EY Godkendt Revisionspartnerselskab Cortex Park Vest 3, 5230 Odense M, Denmark

Management commentary

Business review

Nissens Automotive Service A/S is a production company within the Nissens Automotive Group. The main activities are manufacturing of special radiators for engine cooling.

Financial review

The income statement for 2022/23 shows a profit of DKK 2,769 thousand against a profit of DKK 1,232 thousand last year, and the balance sheet at 30 April 2023 shows equity of DKK 8,001 thousand.

Management regards the result of Nissens Automotive Service A/S for the financial year 2022/23 as satisfactory.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements 1 May 2022 - 30 April 2023

Income statement

Note	DKK'000	2022/23 12 months	2021/22 14 months
	Gross profit	20,798	17,468
2	Staff costs	-17,035	-15,658
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-534	-222
	Profit before net financials	3,229	1,588
3	Financial income	379	14
	Financial expenses	-58	-22
	Profit before tax	3,550	1,580
4	Tax for the year	-781	-348
	Profit for the year	2,769	1,232
	Recommended appropriation of profit		
	Retained earnings	2,769	1,232
		2,769	1,232

Financial statements 1 May 2022 - 30 April 2023

Balance sheet

Note	DKK'000	<u>2022/23</u>	<u>2021/22</u>
	ASSETS		
	Fixed assets		
5	Property, plant and equipment		
	Plant and machinery	260	290
	Fixtures and fittings, other plant and equipment	1,738	1,808
	Property, plant and equipment under construction	443	0
		<u>2,441</u>	<u>2,098</u>
	Total fixed assets	<u>2,441</u>	<u>2,098</u>
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	8,392	11,720
	Work in progress	3,927	3,964
	Finished goods and goods for resale	632	182
		<u>12,951</u>	<u>15,866</u>
	Receivables		
	Trade receivables	2,333	2,984
	Receivables from group enterprises	27,028	20,188
	Other receivables	3	962
		<u>29,364</u>	<u>24,134</u>
	Cash	<u>3</u>	<u>20</u>
	Total non-fixed assets	<u>42,318</u>	<u>40,020</u>
	TOTAL ASSETS	<u><u>44,759</u></u>	<u><u>42,118</u></u>

Financial statements 1 May 2022 - 30 April 2023

Balance sheet

Note	DKK'000	<u>2022/23</u>	<u>2021/22</u>
	EQUITY AND LIABILITIES		
	Equity		
6	Share capital	1,000	1,000
	Share premium account	0	0
	Retained earnings	<u>7,001</u>	<u>4,232</u>
	Total equity	<u>8,001</u>	<u>5,232</u>
	Provisions		
	Deferred tax	<u>134</u>	<u>118</u>
	Total provisions	<u>134</u>	<u>118</u>
	Liabilities other than provisions		
7	Non-current liabilities other than provisions		
	Other payables	<u>1,480</u>	<u>1,427</u>
		<u>1,480</u>	<u>1,427</u>
	Current liabilities other than provisions		
	Trade payables	10,264	13,900
	Payables to group enterprises	17,972	18,101
	Corporation tax payable	765	230
	Other payables	<u>6,143</u>	<u>3,110</u>
		<u>35,144</u>	<u>35,341</u>
	Total liabilities other than provisions	<u>36,624</u>	<u>36,768</u>
	TOTAL EQUITY AND LIABILITIES	<u><u>44,759</u></u>	<u><u>42,118</u></u>

- 1 Accounting policies
- 8 Contractual obligations and contingencies, etc.
- 9 Collateral
- 10 Related parties

Financial statements 1 May 2022 - 30 April 2023

Statement of changes in equity

DKK'000	Share capital	Share premium account	Retained earnings	Total
Equity at 12 March 2021	1,000	3,000	0	4,000
Transfer through appropriation of profit	0	0	1,232	1,232
Transferred from share premium account	0	-3,000	3,000	0
Equity at 1 May 2022	1,000	0	4,232	5,232
Transfer through appropriation of profit	0	0	2,769	2,769
Equity at 30 April 2023	1,000	0	7,001	8,001

Financial statements 1 May 2022 - 30 April 2023

Notes to the financial statements

1 Accounting policies

The annual report of Nissens Automotive Service A/S for 2022/23 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the sale of finished goods is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross profit

The items revenue, cost of sales, change in inventories of finished goods and work in progress, other operating income and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

External expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial statements 1 May 2022 - 30 April 2023

Notes to the financial statements

1 Accounting policies (continued)

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Plant and machinery	5-10 years
Fixtures and fittings, other plant and equipment	5-10 years

Depreciation is based on the residual value of the asset and is reduced by impairment losses, if any. The depreciation period and the residual value are determined at the acquisition date and are reassessed annually. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised.

In the case of changes in the depreciation period or the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities and associates, declared dividends from other securities and investments, financial expenses relating to finance leases, realised and unrealised capital gains and losses relating to other securities and investments, exchange gains and losses and amortisation of financial assets and liabilities.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

The cost of self constructed assets includes the cost of direct materials and labour, etc. directly used in the production process and a portion of the relating production overheads.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Financial statements 1 May 2022 - 30 April 2023

Notes to the financial statements

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of property, plant and equipment is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct labour and indirect production overheads.

Indirect production overheads include the indirect cost of material and labour as well as maintenance and depreciation of production machinery, buildings and equipment and expenses relating to plant administration and management. Borrowing costs are not recognised in the sales price.

Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable is impaired.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Given the nature of the Group's cash pool arrangement, cash pool balances are not considered cash, but are recognised under "Receivables from group entities".

Financial statements 1 May 2022 - 30 April 2023

Notes to the financial statements

1 Accounting policies (continued)

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

DKK'000	2022/23 12 months	2021/22 14 months
2 Staff costs		
Wages/salaries	15,694	14,471
Pensions	1,024	911
Other social security costs	317	276
	<u>17,035</u>	<u>15,658</u>
Average number of full-time employees	<u>36</u>	<u>35</u>

Financial statements 1 May 2022 - 30 April 2023

Notes to the financial statements

DKK'000	2022/23 12 months	2021/22 14 months
3 Financial income		
Interest receivable, group entities	355	11
Exchange gain	0	3
Other financial income	24	0
	<u>379</u>	<u>14</u>
4 Tax for the year		
Estimated tax charge for the year	765	230
Deferred tax adjustments in the year	16	118
	<u>781</u>	<u>348</u>

DKK'000	Plant and machinery	Fixtures and fittings, other plant and equipment	Property, plant and equipment under construction	Total
Cost at 1 May 2022	325	1,995	0	2,320
Additions	30	403	443	876
Cost at 30 April 2023	<u>355</u>	<u>2,398</u>	<u>443</u>	<u>3,196</u>
Impairment losses and depreciation at 1 May 2022	35	187	0	222
Depreciation	60	473	0	533
Impairment losses and depreciation at 30 April 2023	<u>95</u>	<u>660</u>	<u>0</u>	<u>755</u>
Carrying amount at 30 April 2023	<u>260</u>	<u>1,738</u>	<u>443</u>	<u>2,441</u>

DKK'000	2022/23	2021/22
6 Share capital		
Analysis of the share capital:		
1,000,000 shares of DKK 1,000.00 nominal value each	1,000,000	1,000,000
	<u>1,000,000</u>	<u>1,000,000</u>

The Company's share capital has remained DKK 1,000 thousand over the past 2 years.

DKK'000	Total debt at 30/4 2023	Repayment, next year	Long-term portion	Outstanding debt after 5 years
7 Non-current liabilities other than provisions				
Other payables	1,480	0	1,480	1,480
	<u>1,480</u>	<u>0</u>	<u>1,480</u>	<u>1,480</u>

Financial statements 1 May 2022 - 30 April 2023

Notes to the financial statements

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Nissens Group has a cash pool agreement, under which the parent company, K. Nissens International A/S, is the holder of the agreement, while other group companies are sub-account holders. The bank can settle drafts and deposits with each other, so the net amount constitutes a balance between the bank and K. Nissens International A/S. For Nissens Automotive Service A/S intercompany balances, DKK 17.739 thousand (debt) are included in the joint cash pool agreement.

The Company is jointly taxed with its parent company, AX V Nissens III ApS (management company), and is jointly and severally liable with the other jointly taxed entities for the payment of income taxes as well as withholding taxes on interest, royalties and dividends.

9 Collateral

The Company has not provided any security or other collateral in assets at 30 April 2023.

10 Related parties

Nissens Automotive Service A/S' related parties comprise the following:

Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
NA International A/S	Horsens, Denmark	Shareholdings (direct)
K. Nissen International A/S	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens ApS	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens I ApS	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens II ApS	Horsens, Denmark	Shareholdings (indirect)
AX V Nissens III ApS	Horsens, Denmark	Shareholdings (indirect)

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Ultimate: AX V Nissens III ApS	Horsens, Denmark	www.cvr.dk
Immediate: K. Nissen International A/S	Horsens, Denmark	www.cvr.dk