

TMSS DENMARK APS
Kirkebjerg Parkvej 9, st.
2605 Brøndby

Annual report for 2023

Adopted at the annual general meeting on

Francois Claudel
chairman

CVR-nr. 43 10 14 98

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STATEMENT BY MANAGEMENT ON THE ANNUAL REPORT

The supervisory board and executive board have today discussed and approved the annual report of TMSS Denmark ApS for the financial year 1 January - 31 December 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 company's financial position at 31 December 2023 and of the results of the company's operations for the financial year 1 January - 31 December 2023.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

The financial statements have not been audited. Management considers the criteria for not auditing the financial statements to be met.

Management recommends that the annual report should be approved by the company in general meeting.

Brøndby,

Executive board

Francois Claudel
Director

Supervisory board

Francois Claudel
chairman

Didier Baron

Anthony Kumeta

AUDITOR'S REPORT ON COMPILATION OF THE FINANCIAL STATEMENTS

To the shareholder of TMSS Denmark ApS

We have compiled the financial statements of TMSS Denmark ApS for the financial year 1 January - 31 December 2023 based on the company's bookkeeping records and other information made available by enterprise.

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

We performed the engagement in accordance with ISRS 4410, Compilation Engagements.

We have applied our professional expertise to assist the enterprise in the preparation and presentation of the financial statements in accordance with the Danish Financial Statements Act. We complied with the relevant provisions of the Danish Act on Approved Auditors and International Ethics Standards Boards for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, including principles relating to integrity, objectivity, professional competence and due care.

The financial statements and the accuracy and completeness of the information used to compile the financial statements are the enterprise's responsibility.

As a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information provided by enterprise for our compilation of the financial statements. Accordingly, we do not express an audit or a review conclusion on whether the financial statements have been prepared in accordance with the Danish Financial Statements Act.

Copenhagen,

MAZARS

Statsautoriseret Revisionspartnerselskab
CVR no. 31 06 17 41

Nicklas Rasmussen
Statsautoriseret revisor
MNE no. mne43474

COMPANY DETAILS

The company

TMSS Denmark ApS
Kirkebjerg Parkvej 9, st.
2605 Brøndby

CVR no.: 43 10 14 98

Reporting period: 1 January - 31 December 2023

Domicile: Brøndby

Supervisory board

Francois Claudel, chairman
Didier Baron
Anthony Kumeta

Executive board

Francois Claudel, director

MANAGEMENT'S REVIEW

Business review

The company's purpose is to run industrial, trading and investment business as well as related business.

It is distributing the sensors sourced from France main warehouse, supplied by sister plants in France, US and Indonesia.

The zone is primarily Nordics and Baltic, mainly through a network of distributors.

Financial review

The TESE Denmark ApS subsidiary was set up 1. March 2022 within Schneider Electric with the perspective of the sale of the whole Sensors activity to a new acquirer and remained dormant till 1. August 2023.

The change of address took place in July 2023.

This has been activated operationally in August 2023 and the business activity has been progressively transferred from Schneider Electric until Oct 31, when the new acquiring Taiwanese company YAGEO took control on a worldwide basis.

The company's activities had some challenges of operation and logistic difficulties and overall new supply chain and IT set up. This created a slower start than expected and resulted in a loss of DKK 1.121.876 for the income statement for the year ended 31. December 2023.

With goodwill transfer and capital increase the balance sheet at 31. December 2023 shows equity of DKK 63.918.124.

With improvement in operation and logistics the company expects a positive result for 2024.

Significant events occurring after the end of the financial year

The change in the name to TMSS Denmark ApS took place in 2024.

No significant event has occurred after the balance sheet date 31. December 2023 which could significantly affect the company's financial position.

ACCOUNTING POLICIES

The annual report of TMSS Denmark ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act for reporting class B entities, as well as provisions applying to reporting class C entities.

The accounting policies applied are consistent with those of last year.

The annual report for 2023 is presented in DKK

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue, finished goods and other external expenses.

Revenue

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Finished goods

Finished goods include the finished goods used in generating the year's revenue.

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

ACCOUNTING POLICIES

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees.

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment

Depreciation, amortisation and impairment of intangible assets and property, plant and equipment comprise the year's depreciation, amortisation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial year. Net financials include interest income and expenses, liabilities and foreign currency transactions, amortisation of financial assets and liabilities and surcharges and allowances under the Danish Tax Prepayment Scheme, etc.

Tax on profit/loss for the year

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Intangible assets

Goodwill

Acquired goodwill is measured at cost less accumulated amortisation and impairment losses.

Goodwill is amortised over the expected economic life of the asset, measured by reference to management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 15 years. The amortisation period is based on the assessment that the entities in question are strategically acquired entities with a strong market position and a long-term earnings profile.

Impairment of fixed assets

The carrying amount of intangible assets, items of property, plant and equipment and investments in subsidiaries, associates and participating interests is tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

Receivables

Receivables are measured at amortised cost.

Cash and cash equivalents

Cash and cash equivalents comprise cash and deposits at banks.

Equity

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

ACCOUNTING POLICIES

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses. If foreign currency instruments are considered cash flow hedges, any unrealised value adjustments are taken directly to a fair value reserve under 'Equity'.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2023 DKK	2022 DKK (10 months)
Gross profit		6.852.429	0
Staff costs	1	-6.486.039	0
Profit/loss before amortisation/depreciation and impairment losses		366.390	0
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		-1.809.979	0
Profit/loss before net financials		-1.443.589	0
Financial income	2	350.988	0
Financial costs	3	-484.356	0
Profit/loss before tax		-1.576.957	0
Tax on profit/loss for the year	4	455.081	0
Profit/loss for the year		-1.121.876	0
Retained earnings		-1.121.876	0
		-1.121.876	0

BALANCE SHEET 31 DECEMBER

	Note	2023 DKK	2022 DKK
ASSETS			
Goodwill		63.349.274	0
Intangible assets	5	63.349.274	0
Deposits	6	326.623	0
Fixed asset investments		326.623	0
Total non-current assets		63.675.897	0
Trade receivables		19.926.577	0
Receivables from group entities		409.000	40.000
Other receivables		811.548	0
Deferred tax asset		455.081	0
Corporation tax		300.000	0
Receivables		21.902.206	40.000
Cash at bank and in hand		80.833	0
Total current assets		21.983.039	40.000
Total assets		85.658.936	40.000

BALANCE SHEET 31 DECEMBER

	<u>Note</u>	<u>2023</u> DKK	<u>2022</u> DKK
EQUITY AND LIABILITIES			
Share capital		690.000	40.000
Retained earnings		63.228.124	0
Equity		63.918.124	40.000
Trade payables		368.441	0
Payables to group entities		9.545.014	0
Other payables		11.827.357	0
Total current liabilities		21.740.812	0
Total liabilities		21.740.812	0
Total equity and liabilities		85.658.936	40.000

STATEMENT OF CHANGES IN EQUITY

	<u>Share capital</u>	<u>Share premium account</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2023	40.000	0	0	40.000
Cash capital increase	650.000	64.350.000	0	65.000.000
Transfer	0	-64.350.000	64.350.000	0
Net profit/loss for the year	0	0	-1.121.876	-1.121.876
Equity at 31 December 2023	<u>690.000</u>	<u>0</u>	<u>63.228.124</u>	<u>63.918.124</u>

NOTES

	2023	2022
	DKK	DKK (10 months)
1 STAFF COSTS		
Wages and salaries	6.063.813	0
Pensions	405.406	0
Other social security costs	16.820	0
	6.486.039	0
Number of fulltime employees on average	5	0
2 FINANCIAL INCOME		
Interest received from group entities	14.562	0
Other financial income	336.426	0
	350.988	0
3 FINANCIAL COSTS		
Financial expenses, group entities	333.108	0
Other financial costs	20.019	0
Exchange loss	131.229	0
	484.356	0
4 TAX ON PROFIT/LOSS FOR THE YEAR		
Deferred tax for the year	-455.081	0
	-455.081	0

NOTES

5 INTANGIBLE ASSETS

	<u>Goodwill</u>
Cost at 1 January 2023	0
Additions for the year	<u>65.159.253</u>
Cost at 31 December 2023	<u>65.159.253</u>
Impairment losses and amortisation at 1 January 2023	0
Amortisation for the year	<u>1.809.979</u>
Impairment losses and amortisation at 31 December 2023	<u>1.809.979</u>
Carrying amount at 31 December 2023	<u><u>63.349.274</u></u>

6 FIXED ASSET INVESTMENTS

	<u>Deposits</u>
Cost at 1 January 2023	0
Additions for the year	<u>326.623</u>
Cost at 31 December 2023	<u>326.623</u>
Carrying amount at 31 December 2023	<u><u>326.623</u></u>

7 RELATED PARTIES AND OWNERSHIP STRUCTURE

Controlling interest

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
TMSS Holding
Tour Eqho 2 Avenue Gambetta, 92400 Courbevoie
France