Swing Acquisition ApS

c/o Bech-Bruun, Langelinie Allé 35, DK-2100 København Ø

Annual Report for 2023

CVR No. 43 17 33 67

The Annual Report was presented and adopted at the Annual General Meeting of the company on 5/7 2024

Harash Shah
Chairman of the general meeting

Contents

Management's statement

The Executive Board has today considered and adopted the Annual Report of Swing Acquisition 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 and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2023 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2023.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

København Ø, 5 July 2024

Executive Board

Mark Christopher Wagner Manager	Haresh Shah Manager

Independent Auditor's report

To the shareholder of Swing Acquisition ApS

Opinion

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2023 and of the results of the Group's and the Parent Company's operations and of consolidated cash flows for the financial year 1 January - 31 December 2023 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Swing Acquisition ApS for the financial year 1 January - 31 December 2023, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as consolidated statement of cash flows ("the Financial Statements").

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 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 Group´s and the Parent 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 Group or the Parent Company or to cease operations, or has no realistic alternative but to do so.

Independent Auditor's report

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group´s and the Parent 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 Group´s and the Parent 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 Group and the Parent Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the 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.

Aarhus C, 5 July 2024

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Henrik Berring Rasmussen	Linda Højland
State Authorised Public Accountant	State Authorised Public Accountant
mne34157	mne45871

Company information

The Company	Swing Acquisition ApS c/o Bech-Bruun Langelinie Allé 35 2100 København Ø
	CVR No: 43 17 33 67
	Financial period: 1 January - 31 December
	Municipality of reg. office: Copenhagen
Executive Board	Mark Christopher Wagner Haresh Shah
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Jens Chr. Skous Vej 1 DK-8000 Aarhus C

Financial Highlights

Seen over a 2-year period, the development of the Group is described by the following financial highlights:

	Group	
	2023	2022
	TUSD 12 months	TUSD 9 months
Key figures		
Profit/loss		
Revenue	55,650	39,089
Gross profit	3,935	5,402
Profit/loss of primary operations	-8,487	-3,745
Profit/loss of financial income and expenses	-4,471	-2,125
Net profit/loss for the year	-11,892	-5,665
Balance sheet		
Balance sheet total	99,490	97,663
Investment in property, plant and equipment	3,442	1,482
Equity	34,050	44,872
Cash flows		
Cash flows from:		
- operating activities	-8,879	4,418
- investing activities	-3,646	509
- financing activities	10,644	-1,439
Change in cash and cash equivalents for the year	-1,881	3,488
Number of employees	267	261
Ratios		
Gross margin	7.1%	13.8%
Profit margin	-15.3%	-9.6%
Return on assets	-8.5%	-3.8%
Solvency ratio	34.2%	45.9%
Return on equity	-30.1%	-25.2%

Management's review

Key activities

The company's purpose is to develop, produce and sell electric vehicles and other related products.

Development in the year

Overall, the Golf car sales have decreased by approx. 15% compared to last year, when corrected for the change in financial year, which now follow the calendar year. The development is driven by a more competitive environment and financial uncertainty in various export regions. The year is also marked by a change in the production setup where the sister company Melex has been involved in the production of Garia vehicles. The year is also characterized by the continued integration of production activities between the new owner Club Car LLC and Garia/Melex.

The change in the ownership structure and the acquisition of Melex have overall increased Garia's position on both the golf car and utility market. As a consequence, the annual report shows a negative result of USD 11,892,013.

The company's equity per 31 December 2023 amounts to USD 34,050,148.

The past year and follow-up on development expectations from last year

Overall, sales was in line with expectations in the EMEA market but significant lower on the US market. The year has also been affected by the change in the production setup where Melex in producing the Utility vehicle. As a result of mainly significant lower sales in the US, gross profit has developed below expectations.

Special risks - operating risks and financial risks

Financial exchange rate risks against USD and SEK can affect the company positively as well as negatively.

Research and development

The company is constantly developing vehicles with a view to future sales of new models. There is no ongoing research in the company.

External environment

The company is dependent on political decisions within the green transition and regulations for vehicles, including subclasses and categories. The potential implementation of electric vehicle taxes could affect sales to both the Utility and private segments globally.

Intellectual capital resources

The completed development of the new Garia SuperSport, the design of which was developed in collaboration with Mercedes Benz, has brought the company new technologies within electronics and electric powertrain components. The N1 approved Utility has also added new knowledge about crash tests and makes Garia better equipped as a manufacturer of small vehicles.

Statement of corporate social responsibility

For 2023 there were no integrated policies, targets, and data set in accordance with section 99a, and therefore there is no reporting for this financial year.

The Group was established on 31 May 2022 from two independent entities Garia and Melex, which each were not subject to mandatory reporting on Corporate Social Responsibility. While Corporate Social Responsibility is integrated in daily management, policies and activities are not yet consolidated and formalised in a form to represent the new Group in the 2023 annual report.

Statement on gender composition

Management's review

Diversity among management and employees is central for the continuous development and success of Swing Acquisition. Swing Acquisition has a policy on gender equality that seeks to increase the number of women in key positions at all organizational levels.
All interested and capable candidates are encouraged to apply for positions within Swing Acquisition, regardless of gender, culture or age.

	2023
Top management	
Total number of members	2
Underrepresented gender %	0%
Target figure %	33%
Year for meeting target	2030
Other management levels	
Total number of members	5
Underrepresented gender %	20%
Target figure %	25%
Year for meeting target	2030

Statement on data ethics

Swing Acquisition has extensive procedures regarding compliance and GDPR, including process descriptions and incident reporting. Since Swing Acquisition does not work with machine learning, and operates within the B2B business, we believe that data ethical risks have been sufficiently covered by GDPR processes, therefore no formal data ethics policy has been developed at this point in time.

Uncertainty relating to recognition and measurement

There has been no uncertainty regarding recognition and measurement in the Annual Report.

Unusual events

The company's assets, liabilities and financial position as of 31 December 2023 as well as the result of the company's activities for 2023 have been affected by the transfer of production to Melex. The company now operates as part of the Club Car global enterprise.

Subsequent events

No circumstances have occurred after the balance sheet date that have a significant influence on the assessment of the annual report.

Income statement 1 January - 31 December

	Note	Group 2023	Group 2022	Parent company 2023	Parent company 2022
		USD 12 months	USD 9 months	USD 12 months	USD 9 months
Revenue	1	55,649,976	39,089,409	0	0
Expenses for raw materials and consumables		-49,065,905	-33,808,197	0	0
Other external expenses		-2,649,029	121,003	-30,230	-913,464
Gross profit		**3,935,042**	**5,402,215**	**-30,230**	**-913,464**
Staff expenses	2	-5,911,384	-5,476,814	0	0
Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment	3	-6,510,662	-3,670,310	0	0
Profit/loss before financial income and expenses		**-8,487,004**	**-3,744,909**	**-30,230**	**-913,464**
Income from investments in subsidiaries	4	0	0	-7,205,470	-2,865,737
Financial income	5	184,929	280,783	0	0
Financial expenses	6	-4,656,313	-2,405,537	-4,656,313	-1,885,826
Profit/loss before tax		**-12,958,388**	**-5,869,663**	**-11,892,013**	**-5,665,027**
Tax on profit/loss for the year	7	1,066,375	204,636	0	0
Net profit/loss for the year	8	**-11,892,013**	**-5,665,027**	**-11,892,013**	**-5,665,027**

Balance sheet 31 December

Assets

	Note	Group		Parent company	
		2023	2022	2023	2022
		USD	USD	USD	USD
Acquired trademarks		9,962,687	10,503,647	0	0
Acquired other similar rights		11,587,147	12,520,340	0	0
Goodwill		32,984,453	34,274,502	0	0
Intangible assets	9	**54,534,287**	**57,298,489**	**0**	**0**
Land and buildings		7,707,836	4,930,860	0	0
Other fixtures and fittings, tools and equipment		3,897,762	3,174,422	0	0
Leasehold improvements		53,867	107,326	0	0
Property, plant and equipment in progress		4,329	1,309,128	0	0
Property, plant and equipment	10	**11,663,794**	**9,521,736**	**0**	**0**
Investments in subsidiaries	11	0	0	73,383,012	79,518,241
Other receivables	12	2,593,174	644,250	0	0
Fixed asset investments		**2,593,174**	**644,250**	**73,383,012**	**79,518,241**
Fixed assets		**68,791,255**	**67,464,475**	**73,383,012**	**79,518,241**
Raw materials and consumables		19,631,205	14,564,482	0	0
Finished goods and goods for resale		3,316,335	4,867,585	0	0
Inventories		**22,947,540**	**19,432,067**	**0**	**0**
Trade receivables		5,637,619	6,844,952	0	0
Receivables from group enterprises		0	0	8,664,913	0
Other receivables		427,561	58,823	0	0
Corporation tax		9,600	269,730	0	0
Prepayments	13	70,694	105,696	0	0
Receivables		**6,145,474**	**7,279,201**	**8,664,913**	**0**

Balance sheet 31 December

Assets

		Group		Parent company	
	Note	2023	2022	2023	2022
		USD	USD	USD	USD
Cash at bank and in hand		**1,606,102**	**3,487,594**	**5,949**	**0**
Current assets		**30,699,116**	**30,198,862**	**8,670,862**	**0**
Assets		**99,490,371**	**97,663,337**	**82,053,874**	**79,518,241**

Balance sheet 31 December

Liabilities and equity

	Note	Group		Parent company	
		2023	2022	2023	2022
		USD	USD	USD	USD
Share capital		5,982	5,982	5,982	5,982
Other statutory reserves		504,252	-1,040,522	504,252	-1,040,522
Retained earnings		33,539,914	45,906,460	33,539,914	45,906,460
Equity		**34,050,148**	**44,871,920**	**34,050,148**	**44,871,920**
Provision for deferred tax	14	5,156,897	5,539,173	0	0
Provisions		**5,156,897**	**5,539,173**	**0**	**0**
Lease obligations		107,410	232,617	0	0
Other payables		2,167,929	503,560	0	0
Long-term debt	15	**2,275,339**	**736,177**	**0**	**0**
Credit institutions		0	2,288,088	0	0
Lease obligations	15	104,618	97,203	0	0
Trade payables		6,410,294	7,393,700	0	0
Payables to group enterprises		47,980,844	34,646,321	47,997,777	34,646,321
Other payables	15	3,461,976	1,999,538	5,949	0
Deferred income	16	50,255	91,217	0	0
Short-term debt		**58,007,987**	**46,516,067**	**48,003,726**	**34,646,321**
Debt		**60,283,326**	**47,252,244**	**48,003,726**	**34,646,321**
Liabilities and equity		**99,490,371**	**97,663,337**	**82,053,874**	**79,518,241**

Contingent assets, liabilities and other financial obligations	19
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Statement of changes in equity

Group

	Share capital	Other statutory reserves	Retained earnings	Total
	USD	USD	USD	USD
Equity at 1 January	5,982	-1,040,522	45,906,460	44,871,920
Exchange adjustments	0	1,544,774	0	1,544,774
Other equity movements	0	0	-474,533	-474,533
Net profit/loss for the year	0	0	-11,892,013	-11,892,013
Equity at 31 December	**5,982**	**504,252**	**33,539,914**	**34,050,148**

Parent company

	Share capital	Other statutory reserves	Retained earnings	Total
	USD	USD	USD	USD
Equity at 1 January	5,982	-1,040,522	45,906,460	44,871,920
Exchange adjustments	0	1,544,774	0	1,544,774
Other equity movements	0	0	-474,533	-474,533
Net profit/loss for the year	0	0	-11,892,013	-11,892,013
Equity at 31 December	**5,982**	**504,252**	**33,539,914**	**34,050,148**

Cash flow statement 1 January - 31 December

	Note	Group 2023	Group 2022
		USD 12 months	USD 9 months
Result of the year		-11,892,013	-5,665,027
Adjustments	17	8,849,644	5,590,428
Change in working capital	18	-2,203,806	4,326,857
Cash flow from operations before financial items		**-5,246,175**	**4,252,258**
Financial income		184,929	280,783
Financial expenses		-4,656,313	-154,408
Cash flows from ordinary activities		**-9,717,559**	**4,378,633**
Corporation tax paid		838,458	39,036
Cash flows from operating activities		**-8,879,101**	**4,417,669**
Purchase of property, plant and equipment		-3,441,576	-1,482,341
Fixed asset investments made etc		0	-644,250
Sale of fixed asset investments made etc		-204,903	111,321
Business acquisition		0	2,523,992
Cash flows from investing activities		**-3,646,479**	**508,722**
Repayment of loans from credit institutions		-2,288,088	-1,582,707
Reduction of lease obligations		-117,792	143,910
Repayment of other long-term debt		-284,555	0
Raising of payables to group enterprises		13,334,523	0
Cash flows from financing activities		**10,644,088**	**-1,438,797**
Change in cash and cash equivalents		**-1,881,492**	**3,487,594**
Cash and cash equivalents at 1 January		3,487,594	0
Cash and cash equivalents at 31 December		**1,606,102**	**3,487,594**
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		1,606,102	3,487,594
Cash and cash equivalents at 31 December		**1,606,102**	**3,487,594**

Notes to the Financial Statements

1. Revenue

In accordance with section 96(1) of the Danish Financial Statements Acts, disclosures on revenue broken down by business segments are not provided as the Company's Executive Board assess that such disclosures would be very detrimental to the Company.

2. Staff Expenses

	Group		Parent company	
	2023	2022	2023	2022
	USD 12 months	USD 9 months	USD 12 months	USD 9 months
Wages and salaries	5,105,225	4,191,709	0	0
Pensions	304,750	238,408	0	0
Other staff expenses	501,409	1,046,697	0	0
	5,911,384	**5,476,814**	**0**	**0**
Including remuneration to the Board of Directors	**29,653**	**28,685**	**0**	**0**
Average number of employees	**267**	**261**	**0**	**0**

3. Amortisation, depreciation and impairment losses of intangible assets and property, plant and equipment

	Group		Parent company	
	2023	2022	2023	2022
	USD 12 months	USD 9 months	USD 12 months	USD 9 months
Amortisation of intangible assets	5,375,003	2,983,122	0	0
Depreciation of property, plant and equipment	1,135,659	687,188	0	0
	6,510,662	**3,670,310**	**0**	**0**

Notes to the Financial Statements

	Parent company	
	2023	2022
	USD 12 months	USD 9 months
4. Income from investments in subsidiaries		
Share of profits	-1,949,279	48,078
Amortisation of goodwill	-5,256,191	-2,913,815
	-7,205,470	**-2,865,737**

	Group		Parent company	
	2023	2022	2023	2022
	USD 12 months	USD 9 months	USD 12 months	USD 9 months
5. Financial income				
Other financial income	184,929	14,859	0	0
Exchange gains	0	265,924	0	0
	184,929	**280,783**	**0**	**0**

	Group		Parent company	
	2023	2022	2023	2022
	USD 12 months	USD 9 months	USD 12 months	USD 9 months
6. Financial expenses				
Interest paid to group enterprises	3,555,448	1,877,110	3,555,448	1,877,110
Other financial expenses	0	154,408	0	8,716
Exchange adjustments, expenses	0	374,019	0	0
Exchange loss	1,100,865	0	1,100,865	0
	4,656,313	**2,405,537**	**4,656,313**	**1,885,826**

Notes to the Financial Statements

	Group		Parent company	
	2023	2022	2023	2022
	USD 12 months	USD 9 months	USD 12 months	USD 9 months

7. Income tax expense

Current tax for the year	-684,099	76,273	0	0
Deferred tax for the year	-382,276	-222,994	0	0
Adjustment of tax concerning previous years	0	-57,915	0	0
	-1,066,375	**-204,636**	**0**	**0**

	Parent company	
	2023	2022
	USD	USD

8. Profit allocation

Retained earnings	-11,892,013	-5,665,027
	-11,892,013	**-5,665,027**

9. Intangible fixed assets
Group

	Acquired trademarks	Acquired other similar rights	Goodwill
	USD	USD	USD
Cost at 1 January	10,819,207	13,064,703	36,397,701
Additions for the year	0	0	2,610,801
Cost at 31 December	10,819,207	13,064,703	39,008,502
Impairment losses and amortisation at 1 January	315,560	544,363	2,123,199
Amortisation for the year	540,960	933,193	3,900,850
Impairment losses and amortisation at 31 December	856,520	1,477,556	6,024,049
Carrying amount at 31 December	**9,962,687**	**11,587,147**	**32,984,453**
Amortised over	20 years	15 years	10 years

10. Property, plant and equipment

Group

	Land and buildings	Other fixtures and fittings, tools and equipment	Leasehold improve-ments	Property, plant and equipment in progress
	USD	USD	USD	USD
Cost at 1 January	5,103,886	3,650,393	145,517	1,309,128
Exchange adjustment	0	231,461	26,256	0
Additions for the year	3,412,638	28,938	0	0
Disposals for the year	0	-204,903	0	0
Transfers for the year	0	1,304,799	0	-1,304,799
Cost at 31 December	8,516,524	5,010,688	171,773	4,329
Impairment losses and depreciation at 1 January	173,026	475,971	38,191	0
Exchange adjustment	0	219,617	23,912	0
Depreciation for the year	635,662	444,194	55,803	0
Reversal of impairment and depreciation of sold assets	0	-26,856	0	0
Impairment losses and depreciation at 31 December	808,688	1,112,926	117,906	0
Carrying amount at 31 December	**7,707,836**	**3,897,762**	**53,867**	**4,329**
Amortised over	38 years	2-5 years	5 years	0

	Parent company	
	2023	2022
	USD	USD

11. Investments in subsidiaries

	2023 USD	2022 USD
Cost at 1 January	83,424,500	0
Additions for the year	0	83,424,500
Cost at 31 December	83,424,500	83,424,500
Value adjustments at 1 January	-3,906,259	0
Exchange adjustment	1,544,774	-1,040,522
Net profit/loss for the year	-1,949,279	48,078
Other equity movements, net	-474,533	0
Amortisation of goodwill	-5,256,191	-2,913,815
Value adjustments at 31 December	-10,041,488	-3,906,259
Carrying amount at 31 December	**73,383,012**	**79,518,241**
Positive differences arising on initial measurement of subsidiaries at net asset value	2,610,801	56,827,202

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Ownership
Garia ApS	Denmark		100%
Garia Inc.	USA		100%
Melex Sp.z.o.o	Poland		100%

12. Other fixed asset investments

Group

	Other receivables
	USD
Cost at 1 January	644,250
Additions for the year	1,948,924
Cost at 31 December	2,593,174
Carrying amount at 31 December	**2,593,174**

Notes to the Financial Statements

13. Prepayments

Prepayments consist of paid deposits.

14. Provision for deferred tax

	Group		Parent company	
	2023	2022	2023	2022
	USD	USD	USD	USD
Deferred tax liabilities at 1 January	5,539,173	0	0	0
Amounts recognised in the income statement for the year	-382,276	-222,994	0	0
Amounts recognised in equity for the year	0	5,762,167	0	0
Deferred tax liabilities at 31 December	**5,156,897**	**5,539,173**	**0**	**0**

15. Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	Group		Parent company	
	2023	2022	2023	2022
	USD	USD	USD	USD
Lease obligations				
After 5 years	0	0	0	0
Between 1 and 5 years	107,410	232,617	0	0
Long-term part	107,410	232,617	0	0
Within 1 year	104,618	97,203	0	0
	212,028	**329,820**	**0**	**0**

15. Long-term debt

	Group		Parent company	
	2023	2022	2023	2022
	USD	USD	USD	USD
Other payables				
After 5 years	0	0	0	0
Between 1 and 5 years	2,167,929	503,560	0	0
Long-term part	2,167,929	503,560	0	0
Other short-term payables	3,461,976	1,999,538	5,949	0
	5,629,905	**2,503,098**	**5,949**	**0**

16. Deferred income

Deferred income consists of payments received in respect of income in subsequent years.

17. Cash flow statement - Adjustments

	Group	
	2023	2022
	USD 12 months	USD 9 months
Financial income	-184,929	-280,783
Financial expenses	4,656,313	2,405,537
Depreciation, amortisation and impairment losses, including losses and gains on sales	6,510,662	3,670,310
Tax on profit/loss for the year	-1,066,375	-204,636
Exchange adjustments	1,544,774	0
Other adjustments	-2,610,801	0
	8,849,644	**5,590,428**

18. Cash flow statement - Change in working capital

	Group 2023 USD 12 months	Group 2022 USD 9 months
Change in inventories	-3,515,473	-878,077
Change in receivables	873,597	-734,589
Change in other provisions	0	63,913
Change in trade payables, etc	438,070	5,875,610
	-2,203,806	**4,326,857**

19. Contingent assets, liabilities and other financial obligations

	Group 2023 USD	Group 2022 USD	Parent company 2023 USD	Parent company 2022 USD
Charges and security				
The following assets have been placed as security with mortgage credit institutes:				
Land and buildings with a carrying amount of	7,707,836	4,930,860	0	0
Inventory with a carrying amount of	1,018,400	911,600	0	0
Rental and lease obligations				
Obligation to designate buyer, operating leases. Expected residual value on expiry agreement	196,619	318,075	0	0
Lease obligations, period of non-terminability 12 months	105,694	13,904	0	0

Notes to the Financial Statements

19. Contingent assets, liabilities and other financial obligations

	Group		Parent company	
	2023	2022	2023	2022
	USD	USD	USD	USD
Other contingent liabilities				
Garia ApS has a warranty with the danish tax authority of	74,132	71,713	0	0

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable by the Group amounts to DKK 0. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Group's liability.

20. Related parties

	Basis
Controlling interest	
Club Car, LLC	Parent Company
MajorDrive Holdings, LLC	Ultimate Parent Company

Transactions

There have been no transactions with the Supervisory Board, the Executive Board, senior officers, significant shareholders, group enterprises or other related parties, except for intercompany transactions and normal management remuneration.

21. Fee to auditors appointed at the general meeting

	Group		Parent company	
	2023	2022	2023	2022
	USD 12 months	USD 9 months	USD 12 months	USD 9 months
Audit fee	112,162	101,302	8,155	6,702
Tax advisory services	4,878	8,000	1,483	4,000
Non-audit services	18,014	8,200	5,397	4,200
	135,054	**117,502**	**15,035**	**14,902**

22. Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Notes to the Financial Statements

23. Accounting policies

The Annual Report of Swing Acquisition ApS for 2023 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The accounting policies applied remain unchanged from last year. An adjustment of goodwill has been made due to changes in the purchase price allocation within the first 12 months of the acquisition of Garia A/S.

The Consolidated Financial Statements and the Parent Company Financial Statements for 2023 are presented in USD.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, Swing Acquisition ApS, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Business combinations

Business acquisitions carried through on or after 1 July 2018

Acquisitions of subsidiaries are accounted for using the purchase method under which the identifiable assets and liabilities of the entity acquired are measured at fair value at the time of acquisition. Acquired contingent liabilities are recognised at fair value in the Consolidated Financial Statements to the extent that the value can be measured reliably.

The time of acquisition is the time when the Group obtains control of the entity acquired.

The cost of the entity acquired is the fair value of the consideration agreed, including consideration contingent on future events. Transaction costs directly attributable to the acquisition of subsidiaries are recognised in the income statement as incurred.

Positive differences between the cost of the entity acquired and identifiable assets and liabilities are recognised as goodwill in intangible assets in the balance sheet and are amortised in the income statement on a straight-line basis over their estimated useful lives. Where the differences are negative, they are recognised immediately in the income statement.

Where the purchase price allocation is not final, positive and negative differences from acquired subsidiaries due to changes to the recognition and measurement of identifiable net assets may be adjusted for up to 12 months after the time of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

Where cost includes contingent consideration, this is measured at fair value at the time of acquisition. Contingent consideration is subsequently measured at fair value. Any value adjustments are recognised in the income statement.

In respect of step acquisitions, any previously held investments in the entity acquired are remeasured at fair value at the time of acquisition. The difference between the carrying amount of the investment previously held and the fair value is recognised in the income statement.

Business acquisitions carried through before 1 July 2018

Subject to some exemptions, acquisitions carried through before 1 July 2018 are accounted for under the same accounting policies as those applying to business combinations carried through on or after 1 July 2018. The most material exemptions are:

- Identifiable assets and liabilities of the entity acquired are recognised only if they are probable.
- Identifiable contingent liabilities of the entity acquired are not recognised in the consolidated balance sheet.
- Where the purchase price allocation is not final, positive and negative differences due to changes to the recognition and measurement of the acquired net assets may be adjusted until the end of the financial year following the year of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.
- Transaction costs directly attributable to the acquisition of subsidiaries are included as part of cost.
- After the initial recognition, adjustment of contingent consideration is recognised directly with its counter entry in initial purchase price, thus correcting the value of goodwill or negative goodwill.
- In respect of step acquisitions, the carrying amount of the existing investments is recognised in cost.

Pooling of interests

Intragroup business combinations are accounted for under the pooling-of-interests method. Under this method, the two enterprises are combined at carrying amounts, and no differences are identified. Any consideration which exceeds the carrying amount of the acquired enterprise is recognised directly in equity. The pooling-of-interests method is applied as if the two enterprises had always been combined by restating comparative figures.

Translation policies

USD is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement; however, see the section on hedge accounting.

Income statements of foreign subsidiaries and associates that are separate legal entities are translated at transaction date rates or approximated average exchange rates. Balance sheet items are translated at the exchange rates at the balance sheet date. Exchange adjustments arising on the translation of the opening equity and exchange adjustments arising from the translation of the income statements at the exchange rates at the balance sheet date are recognised directly in equity.

Income statements of enterprises that are integrated entities are translated at transaction date rates or approximated average exchange rates; however, items derived from non-monetary balance sheet items are translated at the transaction date rates of the underlying assets or liabilities. Monetary balance sheet items are translated at the exchange rates at the balance sheet date, whereas non-monetary items are translated at transaction date rates. Exchange adjustments arising on the translation are recognised in financial income and expenses in the income statement.

Derivative financial instruments

Derivative financial instruments are initially recognised in the balance sheet at cost and are subsequently remeasured at their fair values. Positive and negative fair values of derivative financial instruments are classified as ”Other receivables” and ”Other payables”, respectively.

Changes in the fair values of derivative financial instruments are recognised in the income statement unless the derivative financial instrument is designated and qualify as hedge accounting.

Income statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

In accordance with section 96(1) of the Danish Financial Statements Acts, disclosures on revenue broken down by business segments are not provided as the Company's Executive Board and Board of Directors assess that such disclosures would be very detrimental to the Company.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve the consolidated revenue for the year.

Other external expenses

Other external expenses comprise expenses for premises, sales as well as office expenses, etc.

Gross profit

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, expenses for raw materials and consumables and other external expenses.

Staff expenses

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.

Notes to the Financial Statements

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses comprise interest, financial expenses in respect of finance leases, realised and unrealised exchange adjustments, price adjustment of securities, amortisation of mortgage loans as well as extra payments and repayment under the on-account taxation scheme.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and deferred tax for the year. The tax attributable to the profit for year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

The Company is jointly taxed with the Group. The tax effect of the joint taxation with the subsidiaries is allocated to Danish enterprises showing profits or losses in proportion to their taxable incomes (full allocation with credit for tax losses).

Balance sheet

Intangible fixed assets

Goodwill

Goodwill is amortised on a straight-line basis over the estimated useful life of years, determined on the basis of Management's experience with the individual business areas.

Other intangible fixed assets

are measured at cost less accumulated amortisation and less any accumulated impairment losses or at a lower value in use.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Interest expenses on loans contracted directly for financing the construction of property, plant and equipment are recognised in cost over the construction period.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

The fixed assets' residual values are determined at nil.

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment and investments are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

The recoverable amount of the asset is calculated as the higher of net selling price and value in use. Where a recoverable amount cannot be determined for the individual asset, the assets are assessed in the smallest group of assets for which a reliable recoverable amount can be determined based on a total assessment.

Goodwill, head office buildings and other assets for which a separate value in use cannot be determined as the asset does not on an individual basis generate future cash flows are reviewed for impairment together with the group of assets to which they are attributable.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at USD 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Other fixed asset investments

Other fixed asset investments consist of deposits.

Inventories

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

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

Deferred tax is recognised in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised in respect of temporary differences concerning goodwill not deductible for tax purposes and other items - apart from business acquisitions - where temporary differences have arisen at the time of acquisition without affecting the profit for the year or the taxable income.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. In cases where the computation of the tax base may be made according to alternative tax rules, deferred tax is measured on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities.

Deferred tax assets and liabilities are offset within the same legal tax entity.

Current tax receivables and liabilities

Current tax receivables and liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on taxable incomes for prior years. Tax receivables and liabilities are offset if there is a legally enforceable right of set-off and an intention to settle on a net basis or simultaneously.

Financial liabilities

Loans, such as loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.

Cash Flow Statement

The cash flow statement shows the Group’s cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Group’s cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Notes to the Financial Statements

Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise .

The cash flow statement cannot be immediately derived from the published financial records.

Financial Highlights

Explanation of financial ratios

Gross margin	Gross profit x 100 / Revenue
Profit margin	Profit/loss of ordinary primary operations x 100 / Revenue
Return on assets	Profit/loss of ordinary primary operations x 100 / Total assets at year end
Solvency ratio	Equity at year end x 100 / Total assets at year end
Return on equity	Net profit for the year x 100 / Average equity