

Rainbow BidCo ApS

Dortheavej 12A, 1., 2400 København NV

CVR no. 43 19 41 78

Annual report 2022

(As of the establishment of the Company 12 April - 31 December 2022)

Approved at the Company's annual general meeting on 19 June 2023

Chairman of the meeting:

.....

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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 Rainbow BidCo ApS for the financial year as of the establishment of the Company 12 April - 31 December 2022.

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 31 December 2022 and of the results of the Company's operations for the financial year as of the establishment of the Company 12 April - 31 December 2022.

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.

Copenhagen, 19 June 2023
Executive Board:

.....
Jeppe Kallesøe Odefey

Board of Directors:

.....
Johannes Emil Kjærsgaard
Gadsbøll
Chair

.....
Jens Reimer Olesen

.....
Morten Petersen

.....
Nils Kristof Tipsmark
Bouchet

.....
Daniel Erik Philip Ahlstrand

Independent auditor's report

To the shareholders of Rainbow BidCo ApS

Opinion

We have audited the financial statements of Rainbow BidCo ApS for the financial year as of the establishment of the Company 12 April - 31 December 2022, 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 31 December 2022 and of the results of the Company's operations for the financial year as of the establishment of the company 12 April - 31 December 2022 in accordance with the Danish Financial Statements Act.

Basis for opinion

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

Independent auditor's report

- ▶ 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.

Copenhagen, 19 June 2023
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Kennet Hartmann
State Authorised Public Accountant
mne40036

Simon Blendstrup
State Authorised Public Accountant
mne44060

Management's review

Company details

Name	Rainbow BidCo ApS
Address, Postal code, City	Dortheavej 12A, 1., 2400 København NV
CVR no.	43 19 41 78
Established	12 April 2022
Registered office	København NV
Financial year	12 April - 31 December 2022
E-mail	finance@hobbii.dk
Telephone	+45 78 77 21 77
Board of Directors	Johannes Emil Kjærsgaard Gadsbøll, Chair Jens Reimer Olesen Morten Petersen Nils Kristof Tipsmark Bouchet Daniel Erik Philip Ahlstrand
Executive Board	Jeppe Kallesøe Odefey
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark

Management's review

Business review

The purpose of the company is to act as a holding company, to carry out investments and asset management, as well as other related activities.

Financial review

The income statement for 2022 shows a loss of DKK 43,466 thousand, and the balance sheet at 31 December 2022 shows equity of DKK 620,209 thousand.

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 for the period 12 April - 31 December 2022

Income statement

Note	2022 9 months DKK'000
Gross profit/ loss	-422
Income from investments in group enterprises	-43,100
Financial income	3
Financial expenses	-9
Profit/ loss before tax	-43,528
3 Tax for the year	62
Profit/ loss for the year	-43,466
 Recommended appropriation of profit/ loss	
Retained earnings/ accumulated loss	-43,466
	-43,466

Financial statements for the period 12 April - 31 December 2022

Balance sheet

Note	2022 DKK'000
ASSETS	
Fixed assets	
4 Investments	
Investments in group enterprises	619,956
	<u>619,956</u>
Total fixed assets	<u>619,956</u>
Non-fixed assets	
Receivables	
Deferred tax assets	62
	<u>62</u>
Cash	<u>497</u>
Total non-fixed assets	<u>559</u>
TOTAL ASSETS	<u>620,515</u>
EQUITY AND LIABILITIES	
Equity	
Share capital	41
Share premium account	0
Retained earnings	620,168
Total equity	<u>620,209</u>
Liabilities other than provisions	
Current liabilities other than provisions	
Trade payables	306
	<u>306</u>
Total liabilities other than provisions	<u>306</u>
TOTAL EQUITY AND LIABILITIES	<u>620,515</u>

- 1 Accounting policies
- 2 Staff costs
- 5 Collateral
- 6 Related parties

Financial statements for the period 12 April - 31 December 2022

Statement of changes in equity

DKK'000	Share capital	Share premium account	Retained earnings	Total
Cash payments concerning formation of enterprise	41	0	0	41
Capital increase	0	8,903	0	8,903
Transfer through appropriation of loss	0	0	-43,466	-43,466
Transferred from share premium account	0	-8,903	8,903	0
Contribution from group	0	0	654,731	654,731
Equity at 31 December 2022	41	0	620,168	620,209

Financial statements for the period 12 April - 31 December 2022

Notes to the financial statements

1 Accounting policies

The annual report of Rainbow BidCo ApS for 2022 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.

In accordance with section 110(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

Reporting currency

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

External business combinations

Recently acquired entities are recognised in the financial statements from the date of acquisition. Entities sold or otherwise disposed of are recognised up to the date of disposal. Comparative figures are not restated to reflect newly acquired entities.

The date of acquisition is the date when the group actually obtains control of the acquiree.

The acquisition method is applied to the acquisition of new entities of which the group obtains control. The acquirees' identifiable assets, liabilities and contingent liabilities are measured at fair value at the date of acquisition. Identifiable intangible assets are recognised if they are separable or arise from a contractual right. Deferred tax related to the revaluations is recognised.

Positive differences (goodwill) between, on the one hand, the consideration for the acquiree, the value of non-controlling interests in the acquired entity and the fair value of any previously acquired equity investments and, on the other hand, the fair value of the assets, liabilities and contingent liabilities acquired are recognised as goodwill under "Intangible assets". Goodwill is amortised on a straight-line basis in the income statement based on an individual assessment of the economic life of the asset.

Negative differences (negative goodwill) are recognised in the income statement at the date of acquisition.

Upon acquisition, goodwill is allocated to the cash-generating units, which subsequently form the basis for impairment testing. Goodwill and fair value adjustments in connection with the acquisition of a foreign entity with a functional currency different from the presentation currency used in the consolidated financial statements are accounted for as assets and liabilities belonging to the foreign entity and are, on initial recognition, translated into the foreign entity's functional currency using the exchange rate at the transaction date.

The consideration paid for an entity consists of the fair value of the agreed consideration in the form of assets transferred, liabilities assumed and equity instruments issued. If part of the consideration is contingent on future events or compliance with agreed terms, such part of the consideration is recognised at fair value at the date of acquisition. Subsequent adjustments of contingent considerations are recognised in the income statement.

Expenses incurred to acquire entities are recognised in the income statement in the year in which they are incurred.

Where, at the date of acquisition, the identification or measurement of acquired assets, liabilities or contingent liabilities or the determination of the consideration is associated with uncertainty, initial recognition will take place on the basis of provisional amounts. If it turns out subsequently that the identification or measurement of the consideration transferred, acquired assets, liabilities or contingent liabilities was incorrect on initial recognition, the statement will be adjusted retrospectively, including goodwill, until 12 months after the acquisition, and comparative figures will be restated. Hereafter, any adjustments are recognised as misstatements.

Gains or losses from disposal of group entities which result in loss of control are calculated as the difference between, on the one hand, the fair value of the selling price less selling expenses and, on the other hand, the carrying amount of net assets.

Financial statements for the period 12 April - 31 December 2022

Notes to the financial statements

1 Accounting policies (continued)

Income statement

Gross profit/ loss

The items revenue and external expenses have been aggregated into one item in the income statement called gross profit/loss in accordance with section 32 of the Danish Financial Statements Act.

Other 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.

Amortisation/ depreciation and impairment

The item comprises amortisation/ depreciation and impairment of intangible assets.

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

Company trade name	10 years
Customer relationships	5 years
Goodwill	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.

Profit/ loss from investments in group entities

The income statement includes the proportional share of the underlying companies' profit or loss after elimination of internal profit/loss and after tax. In group entities, the full elimination of internal profit and loss is carried out without regard to ownership shares.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

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 entity is jointly taxed with other group entities. 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.

Financial statements for the period 12 April - 31 December 2022

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Investments in group entities

Equity investments in group entities are measured according to the equity method.

On initial recognition, equity investments in group entities are measured at cost, i.e. plus transaction costs. The cost is allocated in accordance with the acquisition method; see the accounting policies regarding business combinations.

The cost is adjusted by shares of profit/loss after tax calculated in accordance with the Group's accounting policies less or plus unrealised intra-group gains/losses.

Identified increases in value and goodwill, if any, compared to the underlying entity's net asset value are amortised in accordance with the accounting policies for the assets and liabilities to which they can be attributed. Negative goodwill is recognised in the income statement.

Dividend received is deduced from the carrying amount.

Equity investments in group entities measured at net asset value are subject to impairment test requirements if there is any indication of impairment.

Gains and losses on disposal of group entities and associates are made up as the difference between the sales price and the carrying amount of net assets at the date of disposal including non-amortised goodwill and anticipated costs of disposal. Gains or losses are recognised in the income statement as financial income or financial expenses.

Impairment of fixed assets

The carrying amount of intangible assets, property, plant and equipment and investments in group entities and associates 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. Impairment losses on goodwill are not reversed.

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 or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

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.

Financial statements for the period 12 April - 31 December 2022

Notes to the financial statements

1 Accounting policies (continued)

Cash

Cash and cash equivalents consist of cash bank balances.

Equity

Reserve for net revaluation according to the equity method

The net revaluation reserve according to the equity method includes net revaluations of investments in group entities and associates relative to cost. The reserve can be eliminated in case of losses, realisation of investments or a change in accounting estimates. The reserve cannot be recognised at a negative amount.

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.

Other payables

Other payables are measured at net realisable value.

Financial statements for the period 12 April - 31 December 2022

Notes to the financial statements

2 Staff costs

The Company has no employees.

3 Tax for the year

Deferred tax

2022 9 months DKK'000
-62
<u>-62</u>

4 Investments

DKK'000

Cost at 12 April 2022

Additions

Cost at 31 December 2022

Profit/loss for the year

Amortisation PPA values

Adjustment of deferred tax related to PPA values

Value adjustments at 31 December 2022

Carrying amount at 31 December 2022

Investments in group enterprises
0
663,056
<u>663,056</u>
2,007
-50,437
5,330
<u>-43,100</u>
<u>619,956</u>

PPA values on the first recognition of the group enterprise, Hobbii A/S amounts to DKK 620 million, which comprise of company trade name DKK 128 million, customer relationships DKK 130 million, goodwill DKK 419 million and deferred tax related to PPA values DKK -57 million.

Amortisation related to PPA values amounts to DKK 50 million, which comprise of amortisation related to company trade name DKK 8 million, customer relationships DKK 16 million and goodwill DKK 26 million.

Adjustment of deferred tax related to PPA values amounts to DKK 5 million, which comprise of adjustment of deferred tax related to company trade name DKK 2 million and customer relationships DKK 3 million.

The carrying amount of the PPA values at 31 December is DKK 575 million.

Group entities

Name	Legal form	Domicile	Interest
Hobbii A/S	A/S	Copenhagen	100.00%
Hobbii Holding GmbH	GmbH	Hamburg	100.00%
Hobbii GmbH	GmbH	Handewitt	100.00%
Hobbii Geschäfte GmbH	GmbH	Hamburg	100.00%
Hobbii Inc.	Inc.	Delaware	100.00%

The stated interest above are voting interest

5 Collateral

The share capital in Hobbii A/S at a nominal value of DKK 1,025 thousand and a carrying amount of the investments in subsidiaries of DKK 619,956 thousand have been put up as security for Hobbii A/S' debt to banks, as per 31 December 2022 the debt amounts to DKK 74,157 million.

Financial statements for the period 12 April - 31 December 2022

Notes to the financial statements

6 Related parties

Rainbow BidCo ApS' related parties comprise the following:

Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
Rainbow TopCo ApS	Denmark	Parent company

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Rainbow TopCo ApS	Denmark	https://datacvr.virk.dk/

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Jeppe Kallesø Odefey

Direktion

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Jeppe Kallesø Odefey

Dirigent

På vegne af: selskabet

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Morten Petersen

Bestyrelse

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Johannes Emil Kjærsgaard Gadsbøll

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Jens Reimer Olesen

Bestyrelse

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Daniel Erik Philip Ahlstrand

Bestyrelse

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Nils Kristof Tipsmark Bouchet

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Simon Blendstrup

Statsautoriseret revisor

På vegne af: EY Godkendt Revisionspartnerselskab

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IP: 145.62.xxx.xxx

2023-06-20 10:09:16 UTC



Kennet Hartmann

Statsautoriseret revisor

På vegne af: EY Godkendt Revisionspartnerselskab

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