

Titgemeyer Skandinavien A/S

Lunikvej 2, 2670 Greve

CVR no. 87 24 82 16

Annual report

for the year 1 January - 31 December 2023

Approved at the Company's annual general meeting on 14 May 2024

Chair of the meeting:


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Dietrich Leifert

The following is a translation of an original Danish document. The original Danish document is the governing document for all purposes, and in case of any discrepancy, the Danish wording will be applicable.

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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 Titgemeyer Skandinavien A/S for the financial year 1 January - 31 December 2023.

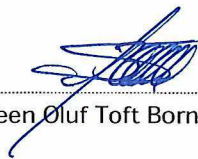
The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 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.

Greve, 14 May 2024
Executive Board:

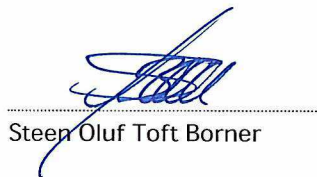


Steen Oluf Toft Borner

Board of Directors:



Dietrich Leifert
Chairman



Steen Oluf Toft Borner



Dennis Dierker

Independent auditor's report

To the shareholders of Titgemeyer Skandinavien A/S

Opinion

We have audited the financial statements of Titgemeyer Skandinavien A/S for the financial year 1 January - 31 December 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 31 December 2023 and of the results of the Company's operations for the financial year 1 January - 31 December 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.
- ▶ 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.

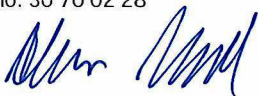
Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

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, 14 May 2024
EY Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Allan Nørgaard
State Authorised Public Accountant
mne35501

Management's review

Company details

Name	Titgemeyer Skandinavien A/S
Address, Postal code, City	Lunikvej 2, 2670 Greve
CVR no.	87 24 82 16
Registered office	2670 Greve
Financial year	1 January - 31 December
E-mail	info@titgemeyer.dk
Telephone	+ 45 43 60 09 66
Board of Directors	Dietrich Leifert, Chairman Steen Oluf Toft Borner Dennis Dierker
Executive Board	Steen Oluf Toft Borner
Auditors	EY Godkendt Revisionspartnerselskab Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg, Denmark
Bankers	Danske Bank A/S Taastrup Hovedgade 54, 2630 Taastrup

Management commentary

Business review

The company's aim is to market components for the transportation industry in the Nordic countries.

The company has besides from its activities in Denmark also branches in Sweden and Finland.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2023	2022
	Gross profit	7,821,155	7,688,471
2	Staff costs	-8,407,885	-7,174,898
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-51,126	-38,462
	Profit/loss before net financials	-637,856	475,111
3	Financial income	384,680	97,691
4	Financial expenses	-320,869	-328,679
	Profit/loss before tax	-574,045	244,123
5	Tax for the year	-105,957	-219,442
	Profit/loss for the year	<u>-680,002</u>	<u>24,681</u>
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	<u>-680,002</u>	<u>24,681</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2023	2022
	ASSETS		
	Fixed assets		
6	Intangible assets		
	Acquired intangible assets	121,607	0
		<u>121,607</u>	<u>0</u>
7	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	0	7,478
	Leasehold improvements	175,656	182,102
		<u>175,656</u>	<u>189,580</u>
8	Investments		
	Deposits, investments	345,703	335,286
		<u>345,703</u>	<u>335,286</u>
	Total fixed assets	<u>642,966</u>	<u>524,866</u>
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	4,757,130	4,575,881
		<u>4,757,130</u>	<u>4,575,881</u>
	Receivables		
	Trade receivables	2,055,206	2,122,062
	Receivables from group entities	284,172	220,383
	Deferred tax assets	231,359	337,316
	Prepayments	171,661	280,974
		<u>2,742,398</u>	<u>2,960,735</u>
	Cash	2,030,624	1,194,336
	Total non-fixed assets	<u>9,530,152</u>	<u>8,730,952</u>
	TOTAL ASSETS	<u><u>10,173,118</u></u>	<u><u>9,255,818</u></u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2023</u>	<u>2022</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	1,250,000	1,250,000
	Retained earnings	1,342,668	2,228,066
	Total equity	<u>2,592,668</u>	<u>3,478,066</u>
	Liabilities other than provisions		
9	Non-current liabilities other than provisions		
	Payables to group entities	2,049,548	2,052,258
		<u>2,049,548</u>	<u>2,052,258</u>
	Current liabilities other than provisions		
	Trade payables	1,093,983	345,208
	Payables to group entities	1,949,820	611,425
	Other payables	2,487,099	2,768,861
		<u>5,530,902</u>	<u>3,725,494</u>
	Total liabilities other than provisions	<u>7,580,450</u>	<u>5,777,752</u>
	TOTAL EQUITY AND LIABILITIES	<u>10,173,118</u>	<u>9,255,818</u>

- 1 Accounting policies
10 Contractual obligations and contingencies, etc.

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2023	1,250,000	2,228,066	3,478,066
Transfer through appropriation of loss	0	-680,002	-680,002
Adjustment of investments through foreign exchange adjustments	0	-205,396	-205,396
Equity at 31 December 2023	<u>1,250,000</u>	<u>1,342,668</u>	<u>2,592,668</u>

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Titgemeyer Skandinavien A/S for 2023 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.

Basis of recognition and measurement

Revenue are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation and impairment.

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.

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Reporting currency

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

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.

Revenue from sale of goods is recognised when the risk 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 company.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Gross profit

The items revenue, cost of sales, 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.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

Raw materials and consumables

Raw materials and consumables include expenses relating to raw materials and consumables used in generating the year's revenue.

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.

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.

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

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

Acquired intangible assets	5 years
New line	years
Fixtures and fittings, other plant and equipment	5 years
Leasehold improvements	5-8 years

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Intangible assets

Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

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.

Deposits, investments

Fixed asset investments consist of deposits

Impairment of fixed assets

The carrying amount of intangible assets and 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.

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other expenses directly attributable to the acquisition.

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.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

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.

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	2023	2022
2 Staff costs		
Wages/salaries	6,458,588	5,682,658
Pensions	745,367	688,615
Other social security costs	439,088	274,885
Other staff costs	764,842	528,740
	8,407,885	7,174,898
 Average number of full-time employees	 11	 10
3 Financial income		
Other financial income	384,680	97,691
	384,680	97,691
4 Financial expenses		
Interest expenses, group entities	94,520	28,061
Other financial expenses	226,349	300,618
	320,869	328,679
5 Tax for the year		
Deferred tax adjustments in the year	105,957	219,442
	105,957	219,442
6 Intangible assets		
DKK		<u>Acquired intangible assets</u>
Additions		125,800
Cost at 31 December 2023		125,800
Amortisation for the year		4,193
Impairment losses and amortisation at 31 December 2023		4,193
Carrying amount at 31 December 2023		121,607
Amortised over		5 years

Financial statements 1 January - 31 December

Notes to the financial statements

7 Property, plant and equipment

DKK	Fixtures and fittings, other plant and equipment	Leasehold improvements	Total
Cost at 1 January 2023	1,486,093	1,121,654	2,607,747
Additions	0	10,045	10,045
Cost at 31 December 2023	1,486,093	1,131,699	2,617,792
Impairment losses and depreciation at 1 January 2023	1,478,615	939,552	2,418,167
Depreciation	7,478	16,491	23,969
Impairment losses and depreciation at 31 December 2023	1,486,093	956,043	2,442,136
Carrying amount at 31 December 2023	0	175,656	175,656

8 Investments

DKK	Deposits, investments
Cost at 1 January 2023	335,286
Additions	10,417
Cost at 31 December 2023	345,703
Carrying amount at 31 December 2023	345,703

9 Non-current liabilities other than provisions

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt. No debt is due after 5 years.

10 Contractual obligations and contingencies, etc.

Other contingent liabilities

Rent and lease liabilities include a rent obligation totalling DKK 345.700. in interminable rent agreements with remaining contract terms of 6 months. Furthermore, the Company has liabilities under operating leases for cars and IT equipment, totalling DKK 742.100, with remaining contract terms of 6-38 months.