Decameal ApS

Slagterivej 2
7200 Grindsted

CVR No. 43700405

Annual report 2024

1 January 2024 - 31 December 2024

Adopted at the Annual General Meeting on 26 February 2025

Leander Hessner
Chairman

Contents

Company details

Company
Decameal ApS
Slagterivej 2
7200 Grindsted

CVR No.: 43700405

Executive board
Leander Hessner

Board of Directors
Cornelis Anthonie Kuypers
Happylan Natkunarajah
Peder Bay-Jensen

Auditors
inforevision
statsautoriseret revisionsaktieselskab
Buddingevej 312
2860 Søborg
CVR No. 19263096

Simon Høgenhav, state authorised public accountant

Management's Review

Primary activities

The company's purpose is to produce feed mix products and to process and preserve fish, crustaceans, and mollusks, except for fishmeal

Development in activities and finances

Decameal is developing a business model with a positive impact on Marine Eco Systems, Agriculture, Costal Communities, Emission and Economy

There has been limited commercial activity in 2024 where we have focused on increasing our share capital and establishing a pilot production plant. The pilot production is now ready for test, and we expect to receive a permission from Fødevareministeriet so we can start commercial production in Q2, 2025

Based on products from small-scale production, we have identified clients within the pet food, poultry and aqua food sector, and the first feed trials show positive results. Based on the positive results we have received LOI´s from 2 clients.

The annual accounts show a profit on DKK 133.529. Equity amounted to DKK 2.349.630 on the balance sheet date.

As most resources in 2024 has been invested in design, defining and establishing the pilot production plant and discussions with potential clients, we have decided to capitalize the majority of cost in 2024 (DKK 809.676).

A capital increase is necessary to keep operations running and to develop methods to increase the utilization of crabs, so we are in a process to raise DKK 7,5 Mio. (Equity and loan) before June 30. 2025.

In 2025 we will still be in an upscaling phase and our estimate is a loss on between DKK 2.000.000 and DKK 2.500.000. We expect to be profitable in Q4, 2026.

Reference is made to Note 1 for a description of uncertainties regarding recognition and measurement.

Statement by Management

The Board of Directors and The Executive Board have today considered and adopted the annual report for 1 January 2024 - 31 December 2024 for Decameal ApS.

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 the company's financial position at 31 December 2024 and of the results of its operations for the financial year 1 January 2024 - 31 December 2024.

We believe that the Management's review contains a fair review of the affairs and conditions referred to therein.

We recommend the company's Annual General Meeting, that the annual report for next financial year is not audited. We consider the conditions to deselect audit for fulfilled.

We recommend that the annual report be adopted at the Annual General Meeting.

Grindsted, 14 February 2025

Executive board

Leander Hessner
Executive director

Board of Directors

Cornelis Anthonie Kuypers	Happylan Natkunarajah	Peder Bay-Jensen
Chairman	*Board member*	*Board member*

Independent auditor's report

To the shareholder's in Decameal ApS

Opinion

We have audited the financial statements of Decameal ApS for the financial year 1 January 2024 - 31 December 2024, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position as at 31 December 2024 and of the results of the company's operations for the financial year 1 January 2024 - 31 December 2024 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor’s report. We are independent of the company in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Without qualifying our opinion, we refer to note 1 in the financial statements, where management has described the uncertainty relating to recognition and measurement.

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, for disclosing, as applicable, matters related to going concern, and for 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 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.

Independent auditor's report, continued

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management’s use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 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 Financials Statements Act.

Based on the work we have performed, in our view, Management’s Review is in accordance with the 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.

Søborg, 14 February 2025

inforevision
Statsautoriseret revisionsaktieselskab
CVR No. 19263096

Simon Høgenhav
State Authorised Public Accountant
mne33745

Accounting policies

Information on reporting class

The annual report has been prepared in accordance with Danish financial statement legislation as well as generally accepted accounting principles.

The annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing Reporting class B.

Some provisions from reporting class C has been adopted.

The accounting policies have not been changed from last year.

Generally regarding recognition and measurement

The financial statements have been prepared based on historical cost.

The income is 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.

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 less any repayments and 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.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the annual report which confirm or invalidate affairs and conditions existing at the balance sheet date.

The functional currency is Danish Kroner. All other currencies are considered foreign currencies.

Foreign currency translation

During the year, transactions in foreign currencies have been translated applying the exchange rate at the transaction date. If currency positions are considered hedge of future cash flows, the value adjustments are recognised directly in equity.

Receivables and debt denominated in foreign currencies have been recognised at the exchange rate of the balance sheet date.

Realised and unrealised exchange gains and losses have been recognised in the income statement under other financial income and expenses.

Accounting policies, continued

Income statement

The income statement has been classified by nature.

Gross profit

Gross profit/loss includes "Subsidy", "Direct costs", "Own work capitalised", "Other operating income" and "External expenses".

Subsidy

Grants consist of subsidies and donations from private parties and public organizations. Grants generally include operating grants, project grants, and donations. Recognition occurs as the grant conditions are met and the company has acquired the right to the grant.

Own work capitalised

Own work capitalised comprises work performed in the financial year on own assets which is capitalised as intangible fixed assets. The basis of measurement is cost and comprise staff costs.

Direct costs

Direct costs include the year's consumption of auxiliary materials and analytical work incurred in connection with the execution of the projects.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the company's primary activities, including payments received from public authorities as well as profit on sale of fixed assets.

External expenses

External expenses comprises Selling costs, Cost of premises and Administrative expenses.

Staff costs

Staff costs include wages and salaries including holiday pay and pensions and other social security costs etc. to the company's employees.

Financial expenses

Financial expenses are recognized in the income statement at the amounts related to the financial year. Other financial expenses include interest as well as realized and unrealized exchange rate losses.

Tax on profit or loss for the year

Tax on profit or loss for the year represents 22% of the book profit or loss adjusted for non-taxable and non-deductible items.

Tax on profit or loss for the year consists of the anticipated tax portion of the taxable income for the year adjusted for the changes for the year in deferred tax. Changes in deferred taxes due to adjustments of tax rates is recognised in the income statement.

Tax on profit or loss for the year is recognised in the income statement by the portion attributable to the profit or loss for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Accounting policies, continued

The company is subject to the Danish Tax Prepayment Scheme. Interest reimbursement and interest surcharge have been recognised in financial income and expenses.

Accounting policies, continued

Balance sheet

The balance sheet has been presented in account form.

Assets

Intangible assets

Intangible assets are measured at cost less accumulate amortisation.

Cost comprises the acquisition price as well as costs directly related to the acquisition until the time when the asset is ready to be put into operation.
Development projects in progress are transferred to completed development projects when the asset is ready to be put into operation.

Development projects in progress are not amortised.

The carrying amounts of intangible assets are reviewed annually for indication of impairment for losses, apart from what is expressed by usual amortisation. If this applies, impairment for loss is made of each asset or group of assets, respectively, to lower recoverable amount. As recoverable amount, the higher of expected net selling price and net present value is applied. The net present value is calculated as the present value of the expected cash flows from the use of the asset or the group of assets.

Impairment for loss for the year is recognised in the income statement as amortisation, depreciation and impairment for loss of property, plant and equipment and intangible assets.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulate depreciation. The basis of depreciation is cost less estimated residual value after the end of useful life.

Cost comprises the acquisition price as well as costs directly related to the acquisition until the time when the asset is ready to be put into operation.

The cost price for an asset is divided into separate components, that are depreciated separately, if the useful life of the individual components is significantly different.

Property, plant and equipment in progress (under construction) is not depreciated.

Minor purchases with useful lives below one year have been recognised as an expense in the income statement in external expenses.

The carrying amounts of property, plant and equipment are reviewed annually for indication of impairment for losses, apart from what is expressed by usual depreciation. If this applies, impairment for loss is made of each asset or group of assets, respectively, to lower recoverable amount. As recoverable amount, the higher of expected net selling price and net present value is applied. The net present value is calculated as the present value of the expected cash flows from the use of the asset or the group of assets.

Impairment for loss for the year is recognised in the income statement as amortisation, depreciation and impairment for loss of property, plant and equipment and intangible assets.

Other receivables classified as fixed assets

Deposits recognised as fixed assets are measured at amortised cost, which usually corresponds to nominal amount.

Accounting policies, continued

Inventories

Inventories are measured at cost according to the FIFO method. In the event of cost exceeding net realisable value, writedown is made to this lower value.

Cost of goods for resale as well as raw materials and consumables comprises purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and other direct costs.

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. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

Prepayments

Prepayments comprise costs incurred relating to subsequent financial years.

Equity and liabilities

Equity

Increases of the the share capital is recognised directly into equity less related transaction cost.

Reserve for development expenditure comprise capitalised development. The reserve cannot be used for dividends or for elimination of negative retained earnings. The reserve is reduced or dissolved due to amortisation or divestment by transferring the amount from the reserve to retained earnings.

Deferred tax and corporation tax

Deferred tax is measured using the balance sheet liability method. Provision has been made for deferred tax by 22% on all temporary differences between carrying amount and tax-based value of assets and liabilities. Deferred tax is also measures with respect of the planned use of the asset and the settlement of the liability.

The tax value of the tax losses to be carried forward are included in the calculation of deferred taxes if it is probable that the losses can be used. Deferred tax assets are measured at net realisable value.

The company is jointly taxed with other Danish group enterprises with Decameal Holding ApS as Management company. The tax effect of the joint taxation is allocated among the group enterprises in ratio to their taxable income according to the rules on full allocation with a refund for tax losses of the Danish Corporation Tax Act.

Joint tax contributions between the jointly taxed companies which have not been settled at the balance sheet date are classified as joint tax contributions in receivables or liabilities other than provisions.

Financial debts

Short-term debts are measured at amortised cost, substantially corresponding to nominal value.

Income statement

	Note	2024	2022/23
		DKK	DKK
Gross profit		**806.234**	**518.690**
Staff costs	2	-658.837	-569.445
Earnings before interest, taxes, depreciation and amortisation (EBITDA)		**147.397**	**-50.755**
Finance expenses		-2.862	-223
Profit/loss before tax		**144.535**	**-50.978**
Tax on profit/loss for the year	3	-11.006	0
Profit/loss for the year		**133.529**	**-50.978**

Proposed distribution of profit and loss

	2024	2022/23
	DKK	DKK
Proposed distribution of profit and loss for the year :		
Transferred to retained earnings	133.529	-50.978
Profit/loss for the year	**133.529**	**-50.978**

Assets

	Note	31/12-2024	31/12-2023
		DKK	DKK
Development projects in progress		809.676	0
Intangible assets	1 , 4	**809.676**	**0**
Property, plant and equipment in progress		636.100	0
Property, plant and equipment	5	**636.100**	**0**
Deposits		40.000	5.000
Investments	6	**40.000**	**5.000**
Fixed assets		**1.485.776**	**5.000**
Raw materials and consumables		70.000	0
Inventories		**70.000**	**0**
Other receivables		148.408	54.433
Joint tax contribution receivables	3	155.969	0
Prepayments		0	483.191
Receivables		**304.377**	**537.624**
Cash at bank and in hand		**710.800**	**241.573**
Current assets		**1.085.177**	**779.197**
Total assets		**2.570.953**	**784.197**

Equity and liabilities

	Note	31/12-2024	31/12-2023
		DKK	DKK
Contributed capital		52.834	40.000
Reserve for development expenditure		631.547	0
Retained earnings		1.665.249	-50.978
Equity		**2.349.630**	**-10.978**
Deferred tax, liabilities	3	166.975	0
Provisions		**166.975**	**0**
Trade payables		34.972	20.000
Other payables		19.376	775.175
Short-term liabilities other than provisions		**54.348**	**795.175**
Liabilities other than provisions		**54.348**	**795.175**
Total equity and liabilities		**2.570.953**	**784.197**
Uncertainty relating to recognition and measurement	1		
Contingent liabilities	7		
Unrecognised contractual commitments	8		

Statement of changes in equity

	Contributed capital	Reserve for develop-ment expenditure	Retained earnings	Total
	DKK	DKK	DKK	DKK
Contribution at subscription	40.000		0	40.000
Distributed profit/loss for the year			-50.978	-50.978
Equity at 1 January 2024	**40.000**	**0**	**-50.978**	**-10.978**
Capital increase	12.834		2.338.745	2.351.579
Expenses due to capital increase or decrease			-124.500	-124.500
Distributed profit/loss for the year			133.529	133.529
Transferred to reserve for development expenditure for the year		631.547	-631.547	0
Equity at 31 December 2024	**52.834**	**631.547**	**1.665.249**	**2.349.630**

Notes

1. Uncertainty relating to recognition and measurement

The company's completion of the development project and its ability to continue its operations going forward are conditional upon ongoing capital increases. If the desired financing is not obtained, it will result in significant changes to the financial statements, including the valuation of the development project and the company's ability to continue as a going concern. The company's management are in dialogue with several investors, and the existing group of owners is expected to continue supporting the company. As of the balance sheet date, management expects that the desired financing will be obtained and prepares the financial statements based on this assumption.

Further the completion and capitalization of the development project is depending on receiving permission from Fødevareministeriet. If the permission is not obtained, it will result in significant changes to the recognition and valuation of the development project. Management expects the permission to be obtained within the coming months and prepares the financial statements based on this assumption.

2. Staff costs

	2024	2022/23
	DKK	DKK
Wages and salaries	642.624	555.728
Other social security costs	16.213	13.717
Total	**658.837**	**569.445**
Average number of full-time employees	2	2

Notes, continued

3. Tax expense

	Joint tax contribution	Deferred tax	Tax on profit/loss for the year
	DKK	DKK	DKK
Payables at 1 January 2024	0	0	
Tax on profit/loss for the year	-155.969	166.975	11.006
Payables at 31 December 2024	**-155.969**	**166.975**	
Tax on profit/loss for the year recognised in the income statement			**11.006**
Recognition in balance sheet:			
Short-term receivables (current asset)	-155.969	0	
Provisions		166.975	
Total	**-155.969**	**166.975**	

4. Intangible assets

	Development projects in progress	Total
	DKK	DKK
Additions for the year	809.676	809.676
Cost at 31 December 2024	**809.676**	**809.676**
Carrying amount at 31 December 2024	**809.676**	**809.676**

Development projects compromises of development and testing of production methods that enables the company to turn common shore crabs into high protein animal feed. The project is progressing as planned and is expected to be completed during the next financial year.

Notes, continued

5. Property, plant and equipment

	Property, plant and equipment in progress	Total
	DKK	DKK
Additions for the year	636.100	636.100
Cost at 31 December 2024	**636.100**	**636.100**
Carrying amount at 31 December 2024	**636.100**	**636.100**

6. Investments

	Deposits	Total	2022/23
	DKK	DKK	DKK
Cost at 1 January 2024	5.000	5.000	0
Additions for the year	40.000	40.000	5.000
Disposals for the year	-5.000	-5.000	0
Cost at 31 December 2024	**40.000**	**40.000**	**5.000**
Carrying amount at 31 December 2024	**40.000**	**40.000**	**5.000**

7. Contingent liabilities

Decameal ApS are jointly taxed with other group companies and are severally liable for tax on the jointly taxed incomes etc. of the group. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of tax on interest, dividend tax and tax on royalty payments. Any subsequent adjustments of corporation taxes and withholding taxes may increase the the company's liability.

8. Unrecognised contractual commitments

	2024
	DKK
An agreement has been made for the rental of premises. The lease agreement is non-cancellable until the end of 2025, after which it can be terminated with six months' written notice. The remaining lease obligation amounts to:	40.000
Total rental and lease obligations	**40.000**

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"Med min underskrift bekræfter jeg indholdet og alle datoer i dette dokument."

Happylan Natkunarajah
Board member
Serienummer: 5063f169-5486-42b0-b72d-555ad5bd2acc
IP: 77.241.xxx.xxx
2025-02-14 15:24:41 UTC

Cornelis Anthonie Kuypers
Chairman of the Board of Directors
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IP: 83.83.xxx.xxx
2025-02-14 16:10:55 UTC

Leander Hessner
Executive director
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IP: 77.241.xxx.xxx
2025-02-14 19:29:09 UTC

Peder Bay-Jensen
Board member
Serienummer: ef10a518-22a1-4f12-b562-b5bd555e10ba
IP: 104.28.xxx.xxx
2025-02-15 07:23:06 UTC

Simon Høgenhav
inforevision statsautoriseret revisionsaktieselskab CVR: 19263096
State Authorised Public Accountant
Serienummer: e4445332-e832-4814-a40c-19a094694387
IP: 87.52.xxx.xxx
2025-02-15 07:31:43 UTC

Leander Hessner
Chairman of the General Meeting
Serienummer: 1e392400-76cb-4bee-a0bc-aacc691212c7
IP: 89.23.xxx.xxx
2025-02-27 09:08:30 UTC