CM Navigator A/S

Klubiensvej 22, DK-2150 Nordhavn

Annual Report for 2024

CVR No. 44 18 17 70

The Annual Report was presented and adopted at the Annual General Meeting of the company on 1/4 2025

Simon Christensen
Chairman of the general meeting

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Management's statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of CM Navigator A/S for the financial year 1 January - 31 December 2024.

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 at 31 December 2024 of the Company and of the results of the Company operations for 2024.

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

Nordhavn, 1 April 2025

Executive Board

Simon Christensen
CEO

Board of Directors

Bjørn Norholdt Eckford-Olsen Chairman	Simon Christensen	Mads Frank Markussen

Independent Auditor's report

To the shareholders of CM Navigator A/S

Opinion

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

We have audited the Financial Statements of CM Navigator A/S for the financial year 1 January - 31 December 2024, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("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 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 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 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 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.

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.

Hellerup, 1 April 2025

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Ulrik Ræbild
State Authorised Public Accountant
mne33262

Oliver Svane
State Authorised Public Accountant
mne49837

Company information

The Company	CM Navigator A/S Klubiensvej 22 DK-2150 Nordhavn
	CVR No: 44 18 17 70
	Financial period: 1 January - 31 December
	Incorporated: 11 July 2023
	Financial year: 2nd financial year
	Municipality of reg. office: Copenhagen
Board of Directors	Bjørn Norholdt Eckford-Olsen, chairman Simon Christensen Mads Frank Markussen
Executive Board	Simon Christensen
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Strandvejen 44 DK-2900 Hellerup

Income statement 1 January - 31 December

	Note	2024 EUR 12 months	2023 EUR 6 months
Gross loss		**-676,988**	**-724,157**
Staff expenses	4	-652,304	-222,801
Amortisation and impairment losses of intangible assets		-258,763	-112,269
Profit/loss before financial income and expenses		**-1,588,055**	**-1,059,227**
Financial income		2,010	1,745
Financial expenses	5	-44,063	-4,240
Profit/loss before tax		**-1,630,108**	**-1,061,722**
Tax on profit/loss for the year	6	358,125	236,228
Net profit/loss for the year		**-1,271,983**	**-825,494**

Distribution of profit

	2024 EUR	2023 EUR
Proposed distribution of profit		
Retained earnings	-1,271,983	-825,494
	-1,271,983	**-825,494**

Balance sheet 31 December

Assets

	Note	2024	2023
		EUR	EUR
Completed development projects		1,214,704	1,087,848
Development projects in progress		0	150,499
Intangible assets	7	**1,214,704**	**1,238,347**
Fixed assets		**1,214,704**	**1,238,347**
Trade receivables		77,172	14,693
Receivables from group enterprises		897	0
Other receivables		68,355	106,992
Deferred tax asset		257,761	0
Corporation tax receivable from group enterprises		336,592	239,128
Prepayments		44,843	18,517
Receivables		**785,620**	**379,330**
Cash at bank and in hand		**5,319**	**37,073**
Current assets		**790,939**	**416,403**
Assets		**2,005,643**	**1,654,750**

Balance sheet 31 December

Liabilities and equity

	Note	2024	2023
		EUR	EUR
Share capital		1,340,586	134,330
Reserve for development costs		93,911	117,389
Retained earnings		-982,420	266,085
Equity		**452,077**	**517,804**
Provision for deferred tax		0	2,900
Provisions		**0**	**2,900**
Prepayments received from customers		186,047	72,560
Trade payables		44,263	57,229
Payables to group enterprises		1,184,004	909,583
Other payables		139,252	94,674
Short-term debt		**1,553,566**	**1,134,046**
Debt		**1,553,566**	**1,134,046**
Liabilities and equity		**2,005,643**	**1,654,750**

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Statement of changes in equity

	Share capital	Reserve for development costs	Retained earnings	Total
	EUR	EUR	EUR	EUR
Equity at 1 January	134,330	117,389	266,085	517,804
Cash capital increase	1,206,256	0	0	1,206,256
Depreciation, amortisation and impairment for the year	0	-23,478	23,478	0
Net profit/loss for the year	0	0	-1,271,983	-1,271,983
Equity at 31 December	**1,340,586**	**93,911**	**-982,420**	**452,077**

Notes to the Financial Statements

1. Capital resources

In the financial year the Company experienced a significant loss, leading to short-term liabilities surpassing its current assets on the balance sheet. The Parent Company has issued a Letter of Support ensuring the Company's capital resources is sufficient to continue operations and pay all obligations as these falls due going through 2025. Moreover, The Parent Company and owners have effected a capital increase of 11 MDKK (1,475 MEUR) to ensure the company's capital reserves is sufficient to continue operations and pay all obligations as these fall due during 2025.

The letter of support is valid until the general meeting in 2026.

The capital increase was approved 5th of march 2025.

2. Uncertainty relating to recognition and measurement

When preparing an annual account, the management makes a series of accounting choices and estimates that form the basis for the recognition and measurement of the company's assets and liabilities as well as income and expenses. The estimates made are based on historical experience and other factors which management deems reasonable under the circumstances, but which are inherently uncertain or unpredictable. The forecasts may be incomplete or inaccurate, and unexpected events or circumstances may arise. Furthermore, the company is subject to risks and uncertainties which may lead to actual outcomes deviating from these estimates. This means that estimates can be subject to considerable uncertainty.

Intangible assets

A significant area of estimation uncertainty relates to intangible assets, which are recognised at EUR 1,215 thousand in the balance sheet, where the valuation is based on expectations for future earnings. The impairment assessment is based on budgeted cash flows, which inherently include estimation risk regarding market developments, technological progress, and other external factors. Actual results may therefore deviate from these estimates, potentially impacting the carrying amount of intangible assets.

Management continuously evaluates these estimates to ensure they reflect the best possible assessment under the given circumstances.

3. Key activities

The company's activities mainly consist of development of IT solutions within trade and logistics as well as related business.

4. Staff expenses

	2024 EUR 12 months	2023 EUR 6 months
Wages and salaries	594,589	196,095
Pensions	48,956	24,722
Other social security expenses	8,759	1,984
	652,304	**222,801**
Average number of employees	**6**	**4**

5. Financial expenses

	2024 EUR 12 months	2023 EUR 6 months
Interest paid to group enterprises	43,308	3,817
Other financial expenses	755	70
Exchange adjustments, expenses	0	353
	44,063	**4,240**

6. Income tax expense

	2024 EUR 12 months	2023 EUR 6 months
Current tax for the year	-97,464	-239,128
Deferred tax for the year	-260,661	2,900
	-358,125	**-236,228**

7. Intangible fixed assets

	Completed development projects	Develop-ment projects in progress
	EUR	EUR
Cost at 1 January	1,200,117	150,499
Additions for the year	235,120	0
Transfers for the year	150,499	-150,499
Cost at 31 December	1,585,736	0
Impairment losses and amortisation at 1 January	112,269	0
Amortisation for the year	258,763	0
Impairment losses and amortisation at 31 December	371,032	0
Carrying amount at 31 December	**1,214,704**	**0**
Amortised over	5 years	0

Development projects consist of the IT platform "CM Navigator" used in the commodity business collection bids and offers for a number of agricultural commodities together with an extensive freight calculator collection freight prices for a huge number of routes. This development project is expected to contribute positively to the Company's future income. All development projects are conducted in close collaboration with the market, including the company's customers and partners, to ensure minimal errors and setbacks.

8. Contingent assets, liabilities and other financial obligations

Other contingent liabilities

The Danish 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 is disclosed in the Annual Report of CM Holding A/S, which is the management company of the joint taxation purposes. Moreover, the Danish 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 Company's liability.

In addition, the company has no collateral or contingent liabilities as per. December 31, 2024.

9. Related parties and disclosure of consolidated financial statements

Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company:

Name	Place of registered office
CM Holding A/S	Klubiensvej 22, 2150 Nordhavn

10. Accounting policies

The Annual Report of CM Navigator A/S for 2024 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2024 are presented in EUR.

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.

Translation policies

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.

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 Company.

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

Other external expenses

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

Gross loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue 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.

Amortisation, depreciation and impairment losses

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

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

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

The Company is jointly taxed with the Group's other Danish companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Balance sheet

Intangible fixed assets

Development projects

Costs of development projects comprise salaries, amortisation and other expenses directly or indirectly attributable to the Company’s development activities.

Development projects that are clearly defined and identifiable and in respect of which technical feasibility, sufficient resources and a potential future market or development opportunity in the enterprise can be demonstrated, and where it is the intention to manufacture, market or use the project, are recognised as intangible assets. This applies if sufficient certainty exists that the value in use of future earnings can cover cost of sales, distribution and administrative expenses involved as well as the development costs.

Development projects that do not meet the criteria for recognition in the balance sheet are recognised as expenses in the income statement as incurred.

Capitalised development costs are measured at cost less accumulated amortisation and impairment losses or at a lower recoverable amount. An amount corresponding to the recognised development costs is allocated to the equity item 'Reserve for development costs'. The reserve comprises only development costs recognised in financial years beginning on or after 1 January 2016. The reserve is reduced by amortisation of and impairment losses on the development projects on a continuing basis.

As of the date of completion, capitalised development costs are amortised on a straight-line basis over the period of the expected economic benefit from the development work. The amortisation period is 5 year.

Impairment of fixed assets

The carrying amounts of intangible assets are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation.

If so, the asset is written down to its lower recoverable amount.

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 subscriptions.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes 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 within the same legal tax entity.

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. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

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

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