

Holdco A ApS

Nørre Søgade 13, 1.th.
1370 København K

CVR No. 44374803

Annual report 2024

1 January 2024 - 31 December 2024

Adopted at the Annual General Meeting on 30.
June 2025

Frans Maarten van Berckel
Chairman

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Company details

Company

Holdco A ApS
Nørre Søgade 13, 1.th.
1370 København K

CVR No.: 44374803

Executive board

Frans Maarten van Berckel

Board of Directors

Anne Lene Ploug Olsen
Frans Maarten van Berckel
Svetlana Markusenko

Auditors

inforevision
statsautoriseret revisionsaktieselskab
Buddingevej 312
2860 Søborg
CVR No. 19263096

Simon Høgenhav, Authorized public accountant

Management's Review

Primary activities

The purpose of the Company is to be a holding company and thus to invest in and own shares in other companies and all activities which, in the opinion of the Board of Directors, are related thereto.

Development in activities and finances

The results of the company's activities in the financial year amounted to a loss of DKK -2.118.756. The equity at the balance sheet date amounted to DKK 9.374.927.

Regarding financing and going concern we refer to note 1.

Statement by Management

Today The Board of Directors and The Executive Board have considered and adopted the annual report for 1 January 2024 - 31 December 2024 for Holdco A 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 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 that the annual report be adopted at the Annual General Meeting.

København K, 30. June 2025

Executive board

Frans Maarten van Berckel
Executive director

Board of Directors

Anne Lene Ploug Olsen
Board member

Frans Maarten van Berckel
Chairman

Svetlana Markusenko
Board member

The Independent Auditor's Extended Review on the Financial Statements

To the shareholder's of Holdco A ApS

Conclusion

We have performed an extended review of the financial statements of Holdco A 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.

Based on our work performed, 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 conclusion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR – Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Practitioner's responsibilities for the extended review 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

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.

Practitioner's responsibilities for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the financial statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the financial statements.

Statement on the Management's review

Management is responsible for the Management's review.

The Independent Auditor's Extended Review on the Financial Statements, continued

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 extended review 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 extended review, 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 Statements Act.

We did not identify any material misstatement in the Management's review.

Søborg, 30. June 2025

inforevision statsautoriseret revisionsaktieselskab
CVR-nr. 19263096

Simon Høgenhav
Authorized 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.

Omission of consolidated financial statements

Consolidated financial statements has not been prepared in accordance with the Danish Financial Statement Act section 110.

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.

Accounting policies, continued

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

Income statement

The income statement has been classified by nature.

Gross profit

Gross profit/loss includes "Revenue", "Cost of sales" and "External expenses".

Revenue

As income recognition criterion, the production criterion is applied so that revenue comprises the invoiced revenue for the year reduced by prepayments and with addition for work in progress measured at market value. Revenue is measured at fair value excl. VAT and less granted discounts.

Cost of sales

Cost of sales comprise expenses incurred to earn revenue for the year including changes in goods for resale, raw materials and consumables used as well as packaging in the year.

External expenses

External expenses comprises Administrative expenses.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the group enterprises' profit/loss adjusted for internal profits and losses less amortisation of goodwill on consolidation for the year.

Financial income

Financial income is recognised with amounts concerning the financial year. Financial income comprise interest, realised and unrealised exchange gains, realised and unrealised gains on sale of other securities and investments, dividends as well as interest reimbursements under the Danish Tax Prepayment Scheme.

Financial expenses

Financial expenses is recognised with amounts concerning the the financial year. Financial expenses comprise interest.

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.

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.

Accounting policies, continued

Assets

Investments in group enterprises

Investments in group enterprises have been recognised according to the equity method. This means that investments are measured at the pro rata share of the group enterprises' net asset value adjusted for internal dividends and profit or losses.

Distributable reserves in group enterprises which are distributed as dividends to the parent at the balance sheet date are included in the value of investments.

Group enterprises with negative net asset values are measured at zero, and any receivable from such enterprises is written down by the Parent's share of the negative net asset value to the extent deemed irrecoverable. If the negative net asset value exceeds the amount receivable, the remaining amount is recognised in provisions to the extent the Parent has a legal or constructive obligation to cover the relevant enterprise's liabilities.

Acquisition of group enterprises are recognised at cost. The difference between the cost price and the net asset value of the acquired company, which appears at the time of establishing the consolidation, is as far as possible allocated to the assets and liabilities whose value is higher or lower than the carrying amount. A remaining positive difference is treated as goodwill and included in the value of investments.

A negative difference, reflecting an expected cost or an unfavourable development, are recognised as income in the income statement in the year of acquisition.

Goodwill is amortised in the income statement over 7 years. The amortisation period is based on an assessment of the market position, earnings profile, and expectations of customers loyalty, which within reasonable limits is based on historical data/registrations. Amortisations are recognised in the income statement with other value adjustments in the item income from investments in group enterprises.

The total net revaluation of investments in group enterprises is allocated through the profit or loss distribution to "Reserve for net revaluation according to the equity method" under equity. The reserve is reduced by dividend distributions to the Parent and is adjusted by changes in equity in the group enterprises.

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.

Equity and liabilities

Equity

Reserve for net revaluation according to equity method comprise net revaluation in group enterprises, associates and participating interests. The reserve is reduced by dividend distributed to the Parent and adjusted for other equity movements in the group enterprises, associates and participating interests. The reserve may be eliminated with negative retained earnings. The reserve is reduced or dissolved when divesting the group enterprises, associates and participating interests.

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

Accounting policies, continued

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 measured 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 DDG Top 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

Financial debts are recognised initially at the proceeds received net of transaction expenses incurred, which are directly related with the loan. In subsequent years, financial debts are measured at amortised cost equal to the capitalised value using the effective interest rate. The difference between the proceeds and the nominal value is recognised in the income statement over the loan period.

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

Income statement

	Note	2024	2023
		DKK	DKK
Gross loss		-31,153	-13,125
Income from investments in group enterprises	7	-1,609,293	524,829
Finance income	3	7,525	206
Finance expenses	4	-649,596	-58,227
Profit/loss before tax		-2,282,517	453,683
Tax on profit/loss for the year	5	163,761	0
Profit/loss for the year		-2,118,756	453,683

Proposed distribution of profit and loss

	2024	2023
	DKK	DKK
Proposed distribution of profit and loss for the year :		
Transferred to net revaluation according to equity method	-524,829	524,829
Transferred to retained earnings	-1,593,927	-71,146
Profit/loss for the year	-2,118,756	453,683

Assets

	Note	31-12-2024	31-12-2023
		DKK	DKK
Investments in group enterprises	7	19,569,074	23,170,241
Investments	6	19,569,074	23,170,241
Fixed assets		19,569,074	23,170,241
Receivables from group enterprises		0	125,000
Joint tax contribution receivables	5	163,761	0
Receivables		163,761	125,000
Cash at bank and in hand		14,656	950,450
Current assets		178,417	1,075,450
Total assets		19,747,491	24,245,691

Equity and liabilities

	Note	31-12-2024	31-12-2023
		DKK	DKK
Contributed capital		40,000	40,000
Reserve for net revaluation according to equity method		0	524,829
Retained earnings		9,334,927	10,928,854
Equity		9,374,927	11,493,683
Payables to group enterprises		10,358,939	11,058,227
Long-term liabilities other than provisions	8	10,358,939	11,058,227
Trade payables		13,625	1,243,281
Payables to group enterprises		0	450,500
Short-term liabilities other than provisions		13,625	1,693,781
Liabilities other than provisions		10,372,564	12,752,008
Total equity and liabilities		19,747,491	24,245,691
Financing and suretyship towards group enterprises	1		
Assets charged and collateral	9		
Contingent assets	10		
Contingent liabilities	11		

Statement of changes in equity

	Contributed capital	Reserve for net revalua- tion according to equity method	Retained earnings	Total
	DKK	DKK	DKK	DKK
Contribution at subscription	40,000		0	40,000
Group contribution			11,000,000	11,000,000
Distributed profit/loss for the year		524,829	-71,146	453,683
Equity at 1 January 2024	40,000	524,829	10,928,854	11,493,683
Distributed profit/loss for the year		-524,829	-1,593,927	-2,118,756
Equity at 31 December 2024	40,000	0	9,334,927	9,374,927

Notes

1. Financing and suretyship towards group enterprises

HoldCo A ApS has an unlimited suretyship towards group enterprises' engagement with credit institution. The debt in the group enterprise at the balance sheet date amounts to DKK 29,094,592. Group management has in Q1 2025 identified that the financing covenants on the company's credit facilities were not met. The bank has been informed of this, and constructive discussions are taking place regarding the adjustment of the terms. As refinancing has been a discussion topic between the bank and management over the last few years, there are no indications at this moment that this will lead to termination of the financing or that the going concern assumption is affected.

2. Staff costs

	2024
	DKK
Average number of full-time employees	0

3. Finance income

	2024	2023
	DKK	DKK
Financial income from group enterprises	7,164	0
Other financial income	361	206
Total	7,525	206

4. Finance expenses

	2024	2023
	DKK	DKK
Financial expenses to group enterprises	647,087	58,227
Other financial expenses	2,509	0
Total	649,596	58,227

Notes, continued

5. Tax expense

	Joint tax contribution	Deferred tax	Tax on profit/loss for the year
	DKK	DKK	DKK
Payables at 1 January 2024	0	0	
Refund of joint tax contribution, previous year	-15,652	0	-15,652
Tax on profit/loss for the year	-148,109	0	-148,109
Payables at 31 December 2024	-163,761	0	
Tax on profit/loss for the year recognised in the income statement			-163,761
<i>Recognition in balance sheet:</i>			
Short-term receivables (current asset)	-163,761	0	
Total	-163,761	0	

6. Investments

	Invest- ments in group enterprises	Total	2023
	DKK	DKK	DKK
Cost at 1 January 2024	22,645,412	22,645,412	0
Additions for the year	48,125	48,125	22,645,412
Disposals for the year	-40,000	-40,000	0
Cost at 31 December 2024	22,653,537	22,653,537	22,645,412
Revaluations at 1 January 2024	790,166	790,166	0
Revaluations for the year	1,575,917	1,575,917	790,166
Received dividends in the year	-2,000,000	-2,000,000	0
Revaluations at 31 December 2024	366,083	366,083	790,166
Amortisation and impairment losses at 1 January 2024	-265,337	-265,337	0
Amortisation for the year	-3,185,209	-3,185,209	-265,337
Amortisation and impairment losses at 31 December 2024	-3,450,546	-3,450,546	-265,337
Carrying amount at 31 December 2024	19,569,074	19,569,074	23,170,241

Notes, continued

7. Investments in group enterprises

	Equity interest	Contributed capital	According to annual report		Holdco A ApS share	
			Profit/loss for the year	Equity	Share of profit/loss for the year	Share of equity
			DKK	DKK	DKK	DKK
Albertslund Tandlægerne ApS	49%	125,000	1,575,917	723,154	772,199	354,345
Total					772,199	354,345
Goodwill						22,296,466
Amortisations					-3,185,209	-3,450,546
Adjustment accounting policies					803,717	368,809
Total					-1,609,293	19,569,074
Recognition in balance sheet:						
Investments in group enterprises						19,569,074
Total						19,569,074

8. Long-term liabilities

	31-12-2024	31-12-2023
	DKK	DKK
Liabilities in total:		
Payables to group enterprises	10,358,939	11,058,227
Total	10,358,939	11,058,227
Current portion of non-current liabilities:		
Payables to group enterprises	0	0
Total	0	0
Due beyond 5 years after the balance sheet date:		
Payables to group enterprises	0	11,058,227
Total	0	11,058,227

Notes, continued

9. Assets charged and collateral

	2024	
	Nominal value of the collateral	Booked value of assets deposited as security
	DKK	DKK
Unlisted shares in group enterprises deposited as security for engagement with credit institution	61,250	19,569,074

10. Contingent assets

Unrecognised deferred tax assets due to tax losses carried forward and tax depreciation below accounting depreciation on fixtures, fittings, tools and equipment

11. Contingent liabilities

Holdco A 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 company's liability.

Holdco A ApS has an unlimited suretyship towards group enterprises' engagement with credit institution. The debt at the balance sheet date amounts to 29,094,592

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Svetlana Markusenko

Bestyrelsesmedlem

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Frans Maarten van Berckel

Direktør

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Frans Maarten van Berckel

Bestyrelsesmedlem

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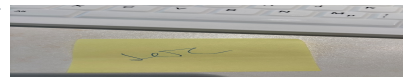
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Simon Høgenhav

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Frans Maarten van Berckel

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