
RE-ZIP DK ApS

P.O. Pedersens Vej 9, DK-8200 Aarhus N

Annual Report for 18 December 2023 - 31 December 2024

CVR No. 44 52 01 41

The Annual Report was
presented and adopted
at the Annual General
Meeting of the
company
on 11/6 2025

Thomas Fugl
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 RE-ZIP DK ApS for the financial year 18 December 2023 - 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 2023/24.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

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

Aarhus, 11 June 2025

Executive Board

Lars Schäfer Møller
CEO

Board of Directors

Bo Bach Boddum
Chairman

Thomas Fugl

Heidi Larsen

Independent Auditor's report

To the shareholder of RE-ZIP DK ApS

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 18 December 2023 - 31 December 2024 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of RE-ZIP DK ApS for the financial year 18 December 2023 - 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.

Material Uncertainty Related to Going Concern

We refer to Note 1 in the financial statements, which states that the company must raise additional liquidity in order to continue its operations. This situation gives rise to significant uncertainty that may cast substantial doubt on the company's ability to continue as a going concern.

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 Financial 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.

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.

Independent Auditor's report

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.

Aarhus C, 11 June 2025

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Christian Roding

State Authorised Public Accountant

mne33714

Company information

The Company	RE-ZIP DK ApS P.O. Pedersens Vej 9 DK-8200 Aarhus N CVR No: 44 52 01 41 Financial period: 18 December 2023 - 31 December 2024 Incorporated: 18 December 2023 Financial year: 1st financial year Municipality of reg. office: Aarhus
Board of Directors	Bo Bach Boddum, chairman Thomas Fugl Heidi Larsen
Executive Board	Lars Schäfer Møller
Auditors	PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab Jens Chr. Skous Vej 1 DK-8000 Aarhus C

Management's review

Key activities

The Company's main activity is to develop, sell, and operate a circular packaging concept, aiming to have a significant positive impact on society and the environment as a whole in its business and operations.

Development in the year

The income statement of the Company for 2023/24 shows a loss of DKK 1,360,231, and at 31 December 2024 the balance sheet of the Company shows a positive equity of DKK 239,769.

Capital resources

The company's capital resources consist of inventory amounting to DKK 323,091, receivables and other receivables totaling DKK 50,298, and cash at bank of DKK 281,223, less net current liabilities of DKK 414,843. As of 31 December 2024, the total capital resources amount to DKK 239,769, which supports the continued operations of the company. The company is in positive dialogue with current investors to do an internal investment round in 2025. As part of the agreement the company has initiated a more focused commercial strategy as well as a trim of the organization to extend the runway until 2nd half of 2027.

Reference is made to Note 1 'Going Concern' for a more detailed description of the capital resources.

Uncertainty relating to recognition and measurement

There has been no uncertainty regarding recognition and measurement in the Annual Report.

Unusual events

The financial position at 31 December 2024 of the Company and the results of the activities and cash flows of the Company for the financial year for 2023/24 have not been affected by any unusual events.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income statement 18 December 2023 - 31 December 2024

	Note	2023/24
		DKK
Gross loss		-251,694
Staff expenses	2	-1,112,023
Profit/loss before financial income and expenses		-1,363,717
Financial income		3,767
Financial expenses		-281
Profit/loss before tax		-1,360,231
Tax on profit/loss for the year		0
Net profit/loss for the year		-1,360,231

Distribution of profit

	2023/24
	DKK
Proposed distribution of profit	
Retained earnings	-1,360,231
	-1,360,231

Balance sheet 31 December 2024

Assets

	Note	2023/24
		DKK
Finished goods and goods for resale		323,091
Inventories		323,091
Trade receivables		25,249
Other receivables		25,049
Receivables		50,298
Cash at bank and in hand		281,223
Current assets		654,612
Assets		654,612

Balance sheet 31 December 2024

Liabilities and equity

	Note	2023/24
		DKK
Share capital		1,600,000
Retained earnings		-1,360,231
Equity		239,769
Trade payables		90,691
Payables to group enterprises		97,674
Other payables		101,080
Deferred income	3	125,398
Short-term debt		414,843
Debt		414,843
Liabilities and equity		654,612
Going concern	1	
Contingent assets, liabilities and other financial obligations	4	
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Statement of changes in equity

	Share capital	Retained earnings	Total
	DKK	DKK	DKK
Cash payment concerning formation of entity	1,600,000	0	1,600,000
Net profit/loss for the year	0	-1,360,231	-1,360,231
Equity at 31 December	1,600,000	-1,360,231	239,769

Notes to the Financial Statements

1. Going concern

The company has lost more than 50% of its share capital and is therefore subject to the provisions of the Companies Act regarding capital loss.

The company continues to expect a negative cash flow. At present, it has secured sufficient liquidity, through expected support from its parent company, to maintain operations through December 2025 or January 2026. Management at the parent company is actively engaged in discussions with investors to raise additional capital to meet liquidity needs through the next Annual General Meeting. These discussions, involving both existing and potential new investors, are progressing positively, and management anticipates a satisfactory outcome.

Should the company be unable to secure the necessary funding, this could have significant implications for its future operations and the situation gives rise to significant uncertainty that may cast substantial doubt on the company's ability to continue as a going concern.

Based on this, it is management's assessment that the going concern assumption remains fulfilled.

2. Staff expenses

	2023/24 DKK
Wages and salaries	991,061
Pensions	86,662
Other social security expenses	12,981
Other staff expenses	21,319
	<u>1,112,023</u>
 Average number of employees	 <u>2</u>

3. Deferred income

Deferred income consists of payments received in respect of income in subsequent years.

4. Contingent assets, liabilities and other financial obligations

Other contingent liabilities

The 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 Re-Zip ApS, which is the management company of the joint taxation purposes. Moreover, the 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.

Notes to the Financial Statements

5. Accounting policies

The Annual Report of RE-ZIP DK ApS for 2023/24 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 Financial Statements for 2023/24 are presented in DKK.

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.

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.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise expenses for premises, 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, other operating income, expenses for raw materials and consumables 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.

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company.

Notes to the Financial Statements

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 moderselskabet. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance sheet

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses and costs of completion. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

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.

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.

Financial liabilities

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

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.