

UNION NINE A/S

Havnen 1
8700 Horsens

Annual Report 2023/24

CVR No. 36031824

The Annual General Meeting held on
the 18 November 2024

Mogens Madsen
Chairman



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Management's Statement

Today, the Supervisory Board and the Executive Board have considered and adopted the Annual Report of UNION NINE A/S for the financial year 1 August 2023 - 31 July 2024.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 July 2024 and of the results of the Company's operations for the financial year 1 August 2023 - 31 July 2024.

In our opinion, the 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.

Horsens, 18 November 2024

Executive Board

Mogens Viktor Madsen

Supervisory Board

Troels Holch Povlsen
Chairman

Anders Holch Povlsen

Mogens Viktor Madsen

Independent Auditors' Report

To the shareholders of UNION NINE A/S

Opinion

We have audited the financial statements of UNION NINE A/S for the financial year 1 August 2023 - 31 July 2024, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the company. 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 financial position of the company at 31 July 2024 and of the results of the company's operations for the financial year 1 August 2023 - 31 July 2024 in accordance with the Danish Financial Statements Act.

Basis of 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 responsibility 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 judgment and maintain professional skepticism 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.

Independent Auditors' Report

- * 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.

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, we conclude that Management's Review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Brande, 18. november 2024

Partner Revision

statsautoriseret revisionsaktieselskab

CVR-no. 15807776

Henning Jager Neldeberg
State Authorised Public Accountant
mne32205

Company Information

Company	UNION NINE A/S Havnen 1 8700 Horsens CVR No.: 36031824 Date of formation: 1 July 2014 Registered office: Horsens Financial year: 1 August 2023 - 31 July 2024
Supervisory Board	Troels Holch Povlsen Anders Holch Povlsen Mogens Viktor Madsen
Executive Board	Mogens Viktor Madsen
Auditors	Partner Revision statsautoriseret revisionsaktieselskab Torvegade 22 7330 Brande CVR-no.: 15807776
Group Enterprises	Nine United Germany GmbH, Germany Nine United Switzerland AG, Switzerland Nine United UK Ltd., England Nine United Belgium B.V., Belgium Nine United France SaS, France Nine United Trading Spain s.l.u., Spain Nine United NL B.V., Holland Nine United Norway AS, Norway
Participating Interests	Jacobsen Plus A/S, Horsens

Management's Review

Main activities

The company's principal activities consist in investment and financing.

Financial review

The company's income statement of the financial year 1 August 2023 - 31 July 2024 shows a profit after tax of t.DKK 1.327.172 compared to the loss of last year of t.DKK 226.900. The balance sheet at 31 July 2024 shows total assets of t.DKK 79.906 and an equity of t.DKK 65.967.

The net profit for the year is affected by a number of factors that differ from the normal operating activities, which include an impairment of goodwill in subsidiaries and participating interests of 60.245 t.DKK and a profit from sale of shares in subsidiaries of 1.435.744 t.DKK.

Outlook

For the financial year 2024/25, management expects profit before tax to be between 0 mill. DKK and 3 mill. DKK, depending on the development of the markets in which the company's subsidiaries operate.

Events after the end of the financial year

No events of significant importance to the company's financial position have occurred after the end of the financial year.

Accounting Policies

Reporting Class

The annual report of UNION NINE A/S for 2023/24 has been presented in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, with the adoption of individual rules from class C.

The accounting policies applied remain unchanged from last year.

Consolidated Financial Statements

With reference to § 112 of the Danish Financial Statements Act, no Consolidated Financial Statement have been prepared because the Group enterprises are subsidiaries of a higher-ranking group.

Reporting currency

The annual report is presented in Danish kroner.

Translation policies

On initial recognition, transactions in foreign currencies are translated at the exchange rates prevailing at the date of transaction. Gains and losses occurring due to differences between the transaction date rates and the rates at the date of payment are recognised as an item under financial income and expenses in the Income Statement. If currency instruments are used to hedge future cash flows, unrealized value adjustments are recognized directly in equity.

Receivables, debt and other monetary items denominated in a foreign currency are translated at the rate at the balance sheet date. The difference between the rate at the balance sheet date and the rate at the time when the receivable or payable occurred or was recognised in the latest Financial Statements is recognised in the Income Statement under financial income and expenses.

Foreign subsidiaries and participating interests are considered separate entities. The income statements are translated into a monthly average rate of exchange and the balance sheet items are translated into the rates of exchange at the balance sheet date. Currency translation differences that occur when translating foreign subsidiaries' equity at the beginning of the year at the rates of exchange at the balance sheet date and when translating Income Statements from average rates at the rates of exchange at the balance sheet date are recognised directly in equity.

General information

Basis of recognition and measurement

Income is recognised in the income statement as it is earned, including value adjustments of financial assets and liabilities that are measured at fair value or amortized cost. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, impairment losses and provisions.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will accrue 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 attributable to the asset will flow out of the Company, and the value of the liability can be measured reliably.

At initial recognition, assets and liabilities are 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 term. Amortised cost is calculated as original cost less repayments and with the addition/deduction of the accumulated amortisation of the difference between the cost and the nominal amount.

In connection with recognition and measurement, consideration is given to predictable losses and risks occurring prior to the presentation of the financial statement, i.e. losses and risks which prove or disprove matters which exist at the balance sheet date.

Accounting Policies

Income statement

Gross profit

The company has decided to aggregate certain items of the income statement in accordance with the provisions of Section 32 of the Danish Financial Statements Act.

Gross profit is a combination of the items of other external expenses.

Other operating income

Other operating income comprises items of a secondary nature to the activities of the enterprises, including profits on sale of intangible and tangible assets.

Other external expenses

Other external expenses include expenses for sale and administration.

Income from investments in group enterprises and participating interests

The proportionate share of the individual subsidiaries' profit/loss after tax is recognised in the parent company's Income Statement after full elimination of intercompany profit/loss and less amortisation of consolidated goodwill. Furthermore gains and losses on the sale of shares in the subsidiaries are included.

The proportionate share of the individual participating interests' profit/loss after tax is recognised in the parent company's Income Statement after full elimination of intercompany profit/loss and less amortisation of consolidated goodwill. Furthermore gains and losses on the sale of shares in the participating interests are included.

Financial income and expenses

Financial income and expenses include interest revenue and expenses, realised and unrealised exchange gains and losses regarding loans and transactions in foreign currencies, and surcharges and allowances under the advance-payment of tax scheme.

Financial income and expenses are recognised in the Income Statement based on the amounts that concern the financial year.

Income tax

The company is covered by the Danish rules on compulsory joint taxation of the higher-ranking group's Danish subsidiaries. The subsidiaries are covered by the joint taxation from the time they are included in the consolidated financial statements and until the time when they are excluded from the consolidated financial statements.

The current Danish corporation tax is distributed by settling joint taxation contributions between jointly taxed companies in relation to their taxable income. In connection with this, companies with tax loss will receive contribution from companies that have been able to use this deficit (full distribution).

Income tax for the year comprises current tax on expected taxable income of the year and the year's adjustment of deferred tax less the part of the tax of the year that relates to changes in equity. Current and deferred tax regarding changes in equity is recognised directly in equity.

Balance sheet

Investments

Investments in group enterprises and participating interests

Investments in group enterprises and participating interests are recognized in the balance sheet at the proportionate share of the equity value of the enterprises, calculated according to the parent company's accounting policies with the deduction or addition of unrealised intercompany profits or losses and with the addition of the remaining value of positive goodwill, calculated according to the purchase method. The equity method is used as a method of consolidation.

Accounting Policies

Subsidiaries and participating interests having a negative equity value are recognised at DKK 0, and any amounts receivable from those enterprises are written down by the parent company's share of the negative equity value to the extent that the amounts are deemed to be uncollectible.

If the negative equity value exceeds receivables, the remaining amount is recognised as a provision to the extent that the parent company has a legal or constructive obligation to cover the negative balance of the relevant subsidiary.

Goodwill is depreciated over their estimated economic lives determined on the basis of Managements experience in the relevant lines of business. Goodwill is depreciated using the straight-line method which is estimated to be 10 years. The depreciation period is based on an expected repayment period and is longest for strategically acquired enterprises with strong market positions and long-term earnings profiles.

Net revaluation of long-term investments in group companies and participating interests is classified under a separate reserve for net revaluation by the equity method in equity, in so far as the carrying amount exceeds the cost.

Impairment of fixed assets

The carrying amounts of investments in group enterprises and participating interests are tested annually to determine whether there is any indication of impairment other than what is expressed by depreciation.

If so, then each asset is tested for impairment to determine whether the recoverable amounts are lower than the carrying amounts and the relevant asset is written down to such lower recoverable amounts.

The recoverable amount of an asset is determined as the higher of the net sales price and the capital value. The capital value is calculated as the present value of the expected net income from the use of the asset or the group of assets.

Receivables

Receivables are measured at amortized cost which usually corresponds to the nominal value. The value is reduced by write-downs for expected bad debts.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand.

Equity

Equity comprises the share capital and a number of equity items that may be statutory or stipulated in the articles of association.

Dividends

Proposed dividend for the year is recognised as a separate item in the equity.

Reserve for net revaluation according to the equity method

Net revaluation of long-term investments in group companies and participating interests is classified under a separate reserve for net revaluation according to the equity method in equity, in so far as the carrying amount exceeds the cost. Dividends from group companies and participating interests that are expected to be adopted before the annual report for Union Nine A/S is approved are not tied up in the revaluation reserve. The reserve is adjusted with other equity movements regarding long-term investments in group companies and participating interests.

Provisions

Provision for deferred tax

Provision for deferred tax and the associated adjustments for the year are determined according to the balance-sheet liability method as the tax base of all temporary differences between carrying amounts and the tax bases of assets and liabilities.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Accounting Policies

Current tax liabilities

Current tax liabilities and current tax receivables are recognised in the balance sheet as estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Liabilities other than provisions

Liabilities other than provisions which comprise debts to suppliers, to group enterprises and other payables are measured at amortised cost, which usually corresponds to the nominal value.

Income Statement

	Note	2023/24 kr.	2022/23 kr.
Gross profit		-1.239.839	-998.627
Income from investments in group enterprises		1.350.021.672	-230.567.829
Income from investments in participating interests		-23.756.455	-2.751.446
Financial income	1	5.020.404	12.452.715
Financial expenses	2	-2.597.040	-3.191.274
Result before tax		1.327.448.742	-225.056.461
Income tax	3	-277.134	-1.843.226
Net result for the year		1.327.171.608	-226.899.687
Proposed distribution of results			
Paid extraordinary dividend		2.580.000.000	0
Reserve for net revaluation according to equity method		-109.624.707	-233.319.275
Retained earnings		-1.143.203.685	6.419.588
Distribution of profit		1.327.171.608	-226.899.687

Balance Sheet as of 31 July

	Note	2024 kr.	2023 kr.
Assets			
Long-term investments in group enterprises	4	50.839.814	1.173.391.553
Long-term investments in participating interests	5	<u>4.774.749</u>	<u>28.531.204</u>
Investments	6	<u>55.614.563</u>	<u>1.201.922.757</u>
Fixed assets		<u>55.614.563</u>	<u>1.201.922.757</u>
Receivables from group enterprises		19.777.828	157.918.318
Receivables from owners and management	7	<u>0</u>	<u>152.845.221</u>
Receivables		<u>19.777.828</u>	<u>310.763.539</u>
Cash and cash equivalents		<u>4.513.924</u>	<u>30.423.819</u>
Current assets		<u>24.291.752</u>	<u>341.187.358</u>
Assets		<u>79.906.315</u>	<u>1.543.110.115</u>

Balance Sheet as of 31 July

	Note	2024 kr.	2023 kr.
Liabilities and equity			
Share capital		40.000.000	40.000.000
Reserve for net revaluation according to equity method		0	0
Retained earnings		25.967.350	1.317.623.278
Equity		65.967.350	1.357.623.278
Trade payables		125.000	100.000
Payables to group enterprises		13.470.859	183.545.318
Tax payables		343.106	1.841.519
Short-term liabilities other than provisions		13.938.965	185.486.837
Liabilities other than provisions		13.938.965	185.486.837
Liabilities and equity		79.906.315	1.543.110.115
Contingent liabilities	8		
Related parties	9		
Special items	10		

Statement of changes in Equity

Kr.	Share capital	Reserve for net revaluation according to equity method	Retained Earnings	Total
Equity at 1 August 2023	40.000.000	0	1.317.613.278	1.357.623.278
Exchange rate adjustment, foreign subsidiaries		-145.599		-145.599
Payment of extraordinary dividend			-2.580.000.000	-2.580.000.000
Impairment of goodwill in connection with further purchase of shares			-38.681.937	-38.681.937
Net income for the year		-109.479.108	1.436.650.716	1.327.171.608
Adjustments for the year				
Other adjustments				
Transfer		109.624.707	-109.624.707	0
Equity at 31 July 2024	40.000.000	0	25.967.350	65.967.350

The share capital was increased by 30.000.000 kr. in 2021/22 from 10.000.000 kr. to 40.000.000 kr. and before this the share capital has remained unchanged for the last 3 years.

Notes

	2023/24 kr.	2022/23 kr.
1. Financial income		
Finance income from group enterprises	2.680.661	8.310.289
Other financial income	<u>2.339.743</u>	<u>4.142.426</u>
	<u>5.020.404</u>	<u>12.452.715</u>
2. Financial expenses		
Finance expenses to group enterprises	2.595.525	3.190.611
Other financial expenses	<u>1.515</u>	<u>663</u>
	<u>2.597.040</u>	<u>3.191.274</u>
3. Income tax		
Tax of taxable income	<u>277.134</u>	<u>1.843.226</u>
	<u>277.134</u>	<u>1.843.226</u>

Notes

	2023/24 kr.	2022/23 kr.
4. Long-term investments in group enterprises		
Cost at 1 August	1.717.359.738	1.433.837.260
Addition during the year	49.834.885	349.522.478
Disposal during the year	-1.655.793.529	-66.000.000
Cost at 31 July	111.401.094	1.717.359.738
Revaluations at 1 August	-9.264.941	-1.728.445
Change due to a foreign currency adjustment	-145.599	-252.727
Revaluations for the year	3.074.753	-20.678.029
Reversal of revaluations of disposed assets	-2.186.775	45.257.233
Transfer from minority interests	0	-31.862.973
Revaluations at 31 July	-8.522.562	-9.264.941
Depreciation at 1 August	-534.703.244	-62.971.896
Depreciation for the year	-82.210.838	-257.062.518
Impairment losses for the year	-38.681.937	-210.569.015
Reversal of impairment losses and amortisation of disposed assets	603.557.301	0
Transfer from minority interests	0	-4.099.815
Depreciation at 31 July	-52.038.718	-534.703.244
Carrying amount at 31 July	50.839.814	1.173.391.553
Of the carrying amount, the remaining value of goodwill is	0	764.987.761
Of this years addition, the value of goodwill is	46.762.794	173.397.894

Notes

	2023/24 kr.	2022/23 kr.
5. Long-term investments in participating interests		
Cost at 1 August	31.282.650	0
Addition during the year	0	31.282.650
Cost at 31 July	31.282.650	31.282.650
Revaluations at 1 August	-1.050.293	0
Revaluations for the year	-1.748.186	-1.050.293
Revaluations at 31 July	-2.798.479	-1.050.293
Depreciation at 1 August	-1.701.153	0
Amortisation for the year	-22.008.269	-1.701.153
Depreciation at 31 July	-23.709.422	-1.701.153
Carrying amount at 31 July	4.774.749	28.531.204

6. Disclosure in long-term investments in group companies and participating interests

Group enterprises

Name	Registered office	Share held in %	Equity	Profit
Nine United Germany GmbH	Germany	100,00	24.231.356	35.946
Nine United Switzerland AG	Switzerland	100,00	11.639.399	-559.279
Nine United UK Ltd.	England	100,00	-5.929.500	-235.045
Nine United Belgium B.V.	Belgium	100,00	99.626	-1.153.039
Nine United France SaS	France	100,00	11.409.752	-724.106
Nine United Trading Spain s.l.u.	Spain	100,00	-14.462	-1.054.457
Nine United NL B.V.	Holland	100,00	-642.606	-2.165.793
Nine United Norway AS	Norway	100,00	3.459.682	-531.702
			44.253.247	-6.387.475

Participating interests

Name	Registered office	Share held in %	Equity	Profit
Jacobsen Plus A/S	Denmark	49,00	9.744.385	-3.567.726
			9.744.385	-3.567.726

Notes

	2023/24 kr.	2022/23 kr.
7. Receivables from owners and management		
Receivables from owners	0	152.845.221

The receivables from the owners were transferred from receivables from group enterprises when the group structure with Nine United A/S was established in the financial year 2021/22.

8. Contingent liabilities

Danish joint-taxation scheme:

The company is jointly taxed with the other enterprises in the group and are jointly and severally liable for the taxes that concern the joint taxation. The jointly taxed enterprises' total known net liability to the Danish tax authorities emerges from the financial statements of the administration company Nine United A/S, CVR no. 25 93 44 58.

9. Related parties

Controlling influence:

Nine United A/S (main shareholder)
Havnen 1
8700 Horsens

The ultimate controlling party is Mr. Troels Holch Povlsen by virtue of his 100% shareholding in the ultimate parent company Nine United A/S.

Troels Holch Povlsen
Cole Park
Grange Lane
Malmesbury
SN16 0ER
Storbritannien

Other related parties:

Brightfolk A/S, Denmark

Transactions:

All transactions with related parties during the year have been made on market terms and are therefore not disclosed in accordance with §98 C, 7, of the Danish Financial Statements Act

Consolidated annual report:

The company is included in the consolidated annual report of the parent company

Nine United A/S
Havnen 1
8700 Horsens

Notes

2023/24
kr.2022/23
kr.**10. Special items**

Special items include significant income and expenses of a special nature relative to the enterprise's ordinary operating activities, such as the cost of extensive structuring of processes and fundamental structural adjustments and any related gains on disposal and losses which, over time, have a significant impact. Special items also include other significant amounts of a nonrecurring nature.

As mentioned in the management commentary the net profit or loss for the year is affected by a number of factors that differ from what is considered by management to be part of operating activities.

Special items for the year are specified below, indicating where they are recognised in the income statement.

Expenses:

Impairment of goodwill - writedown

60.244.805

109.000.000

60.244.805**109.000.000****Special items are recognised in:**

Income from investments in group enterprises

40.607.479

109.000.000

Income from investments in participating interests

19.637.326

0

60.244.805**109.000.000****Income:**

Profit from sale of shares

1.435.744.325

0

1.435.744.325**0****Special items are recognised in:**

Income from investments in group enterprises

1.435.744.325

0

1.435.744.325**0**