Codeable Holding ApS

c/o Per Esbensen, Vitus Berings Alle 5A, st., 2930 Klampenborg
CVR-nr. 37 67 24 32

Annual Report 2024

1 January - 31 December

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 24 June 2025

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Per Esbensen

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Contents

Company Details
Company Details 3

Statement and Report
Management's Statement 4
Independent Auditor's Report 5-7

Management Commentary
Management Commentary 8

Financial Statements 1 January - 31 December
Income Statement 9
Balance Sheet 10
Equity 11
Notes 12-13
Accounting Policies 14-15

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Company Details

Company	Codeable Holding ApS c/o Per Esbensen Vitus Berings Alle 5A, st. 2930 Klampenborg	
	CVR No.:	37 67 24 32
	Established:	10 May 2016
	Municipality:	Gentofte
	Financial Year:	1 January - 31 December
Board of Directors	Kristine Bernhoft, chairman Jugoslav Petkovic Per Esbensen	
Executive Board	Per Esbensen	
Auditor	BDO Statsautoriseret revisionsaktieselskab Havneholmen 29 1561 Copenhagen V	

Management's Statement

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of Codeable Holding ApS for the financial year 1 January - 31 December 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 Company's assets, liabilities and financial position at 31 December 2024 and of the results of the Company's operations for the financial year 1 January - 31 December 2024.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Klampenborg, 24 June 2025

Executive Board

_____
Per Esbensen

Board of Directors

_____	_____	_____
Kristine Bernhoft Chairman	Jugoslav Petkovic	Per Esbensen

Independent Auditor's Report

To the Shareholder of Codeable Holding ApS

Opinion

We have audited the Financial Statements of Codeable Holding ApS for the financial year 1 January - 31 December 2024, which comprise income statement, Balance Sheet, statement of changes in equity, notes and a summary of significant accounting policies. The Financial Statements are prepared 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 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.

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 (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements 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.

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.

Independent Auditor's Report

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.

- 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 Commentary

Management is responsible for Management Commentary.

Our opinion on the Financial Statements does not cover Management Commentary, 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 Commentary and, in doing so, consider whether Management Commentary 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 Commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management Commentary 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 of Management Commentary.

Independent Auditor's Report

Copenhagen, 24 June 2025

BDO Statsautoriseret revisionsaktieselskab
CVR no. 20 22 26 70

Mads Juul Hansen
State Authorised Public Accountant
MNE no. mne44386

Management Commentary

Principal activities
The principal activities comprise of owning shares in Codeable ApS.

Significant events after the end of the financial year
No events have occurred after the end of the financial year of material importance for the Company's financial position.

Income Statement 1 January - 31 December

	Note	2024 DKK	2023 DKK
Income from investments in subsidiaries		**2.100.000**	**2.500.000**
Other external expenses		-27.188	-54.701
Operating profit		**2.072.812**	**2.445.299**
Other financial income	1	16.538	267
Other financial expenses	2	-769.148	-897.423
Profit before tax		**1.320.202**	**1.548.143**
Tax on profit/loss for the year	3	-991.185	206.006
Profit for the year		**329.017**	**1.754.149**

Proposed distribution of profit		
Retained earnings	329.017	1.754.149
Total	**329.017**	**1.754.149**

Balance Sheet at 31 December

Assets

	Note	2024 DKK	2023 DKK
Equity investments in group enterprises		10.172.713	10.172.713
Financial non-current assets	4	**10.172.713**	**10.172.713**
Non-current assets		**10.172.713**	**10.172.713**
Receivables from group enterprises		587.679	253.984
Corporation tax receivable		0	1.162.741
Joint tax contribution receivable		57.556	205.936
Receivables		**645.235**	**1.622.661**
Cash and cash equivalents		**159.121**	**345.506**
Current assets		**804.356**	**1.968.167**
Assets		**10.977.069**	**12.140.880**

Equity and liabilities

Share capital		44.243	44.243
Retained earnings		2.205.438	1.876.421
Equity		**2.249.681**	**1.920.664**
Bank loan		309.674	776.296
Other debt		1.256.505	2.088.418
Non-current liabilities	5	**1.566.179**	**2.864.714**
Other debt		443.192	1.141.237
Bank debt		568.000	548.000
Trade payables		26.250	25.000
Debt to Group companies		6.069.268	5.588.862
Other liabilities		54.499	52.403
Current liabilities		**7.161.209**	**7.355.502**
Liabilities		**8.727.388**	**10.220.216**
Equity and liabilities		**10.977.069**	**12.140.880**
Contingencies etc.	6		

Equity

DKK	Share capital	Retained earnings	Total
Equity at 1 January 2024	44.243	1.876.421	1.920.664
Proposed profit allocation		329.017	329.017
Equity at 31 December 2024	**44.243**	**2.205.438**	**2.249.681**

Notes

	2024 DKK	2023 DKK
1 | Other financial income		
Group enterprises	11.688	267
Other interest income	4.850	0
	16.538	**267**
2 | Other financial expenses		
Group enterprises	265.768	219.625
Other interest expenses	503.380	677.798
	769.148	**897.423**
3 | Tax on profit/loss for the year		
Calculated tax on taxable income of the year	-171.556	-206.006
Adjustment of tax in previous years	1.162.741	0
	991.185	**-206.006**

4 | Financial non-current assets

DKK	Equity investments in group enterprises
Cost at 1 January 2021	10.172.713
Cost at 31 December 2021	**10.172.713**
Carrying amount at 31 December 2024	**10.172.713**

5 | Long-term liabilities

DKK	31/12 2024 total liabilities	Repayment next year	Debt outstanding after 5 years	31/12 2023 total liabilities
Bank loan	877.674	568.000	0	1.324.296
Other debt	1.699.697	443.192	0	3.229.655
	2.577.371	**1.011.192**	**0**	**4.553.951**

Notes

6 | Contingencies etc.

Contingent liabilities
The company has issued a subordination declaration in favor of the creditors of the subsidiary Codeable ApS regarding the net debt of the subsidiary.

The amount is DKK ('000) 6,069 as of the balance sheet date.

Joint liabilities
The Company is jointly and severally liable together with the Parent Company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.

Tax payable on the Group's joint taxable income is stated in the annual report of Codeable Holding III ApS, which serves as management Company for the joint taxation.

Accounting Policies

The Annual Report of Codeable Holding ApS for 2024 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The format of the income statement has been adjusted to the Company's activities as a holding Company.

The Annual Report is prepared consistently with the accounting principles applied last year.

Income Statement

Income from investments in subsidiaries
Dividend from equity interests is recognised in the financial year in which the dividend is declared. In connection with transfers, potential profits are recognised when the economic rights related to the sold equity interests are transferred, however, at the earliest when the profit has been realised or is regarded as realisable. Moreover, realised losses other than impairments are included where identified.

Other external expenses
Other external expenses include cost of administration etc.

Financial income and expenses
Financial income and expenses include interest income and expenses, as well as charges and allowances under the tax-on-account scheme, etc. Financial income and expenses are recognised by the amounts that relate to the financial year. Interest income and expenses are calculated on amortised cost prices.

Tax
The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the Income Statement by the share that may be attributed to the profit for the year, and is recognised directly in equity by the share that may be attributed to entries directly to equity.

Balance Sheet

Financial non-current assets
Investments in subsidiaries are measured at cost. If the cost exceeds the net realisable value, this is written down to the lower value.

Impairment of fixed assets
The carrying amount of fixed assets are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the recoverable amount is lower than the carrying amount, the asset is written down to the carrying amount.

The recoverable amount is calculated at the higher of the capital value and the sales value less expected costs of a sale. The capital value is determined as the Company's share in the current value of the net cash flows which the subsidiary is expected to generate through its activities and from sale of assets after the end of their useful lives. A discount rate is used which reflects the risk-free market rate and the owners' minimum return on interest requirements for similar assets. The growth rate in the terminal period is determined in accordance with the standards within the industry.

Accounting Policies

Receivables
Receivables are measured at amortised cost which usually corresponds to nominal value. The value is written down to meet expected losses.

Write-off is performed to provide for losses when an objective indication has been assessed to have incurred that a receivable or a portfolio of receivables are impaired. If there is an objective indication that an individual receivable is impaired, the write-off is performed at individual level.

Receivables for which there are no objective indication of impairment at individual level are assessed at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' registered office and credit rating in accordance with the Company's policy for credit risk management. The objective indicators, which are applied for portfolios, are determined based on the historical loss experiences.

Write-off is determined as the difference between the carrying amount of receivables and the present value of the expected cash flows, including realisable value of any received collaterals. The effective interest rate is used as discount rate for the single receivable or portfolio.

Tax payable and deferred tax
Current tax liabilities and receivable current tax are recognised in the Balance Sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The Company is subject to joint taxation with Danish Group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the tax-on-account scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured at the amount at which the asset is expected to be used within a reasonable number of years, either by setoff against tax on future earnings or by setoff 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 under the legislation in force on the Balance Sheet date will be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities
Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less transaction costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the Income Statement over the loan period.

The amortised cost of current liabilities corresponds usually to the nominal value.