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N.G.P Distribution ApS

Industriparken 35
9610 Nørager
CVR No. 42869295

Annual report 2024

The Annual General Meeting adopted the annual report on 30.06.2025

Arthur Emil Nielsen
Chairman of the General Meeting

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Entity details

Entity

N.G.P Distribution ApS
Industriparken 35
9610 Nørager

Business Registration No.: 42869295
Registered office: Rebild
Financial year: 01.01.2024 - 31.12.2024

Executive Board

Arthur Emil Nielsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Østre Havnepromenade 26, 4th floor
9000 Aalborg

Statement by Management

The Executive Board has today considered and approved the annual report of N.G.P Distribution ApS for the financial year 01.01.2024 - 31.12.2024.

The annual report is presented in accordance with the Danish Financial Statements Act.

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024.

I believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

I recommend the annual report for adoption at the Annual General Meeting.

Aalborg, 30.06.2025

Executive Board

Arthur Emil Nielsen

Independent auditor's extended review report

To the shareholders of N.G.P Distribution ApS

Conclusion

We have performed an extended review of the financial statements of N.G.P Distribution ApS for the financial year 01.01.2024 - 31.12.2024, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2024 and of the results of its operations for the financial year 01.01.2024 - 31.12.2024 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements" section. We are independent of the Entity 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 Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor'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 to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of Management and, if appropriate, of other entity personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

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

Statement on the management commentary

Management is responsible for the management commentary.

Our conclusion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the extended review or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with financial statements and has been prepared in accordance with the requirements in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Aalborg, 30.06.2025

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Mikkel Hede Olsen
State Authorised Public Accountant
Identification No (MNE) mne47791

Management commentary

Primary activities

The company's activities consist of distributing smoke-free nicotine and tobacco products.

Income statement for 2024

	Notes	2024 DKK	2023 DKK
Gross profit/loss		**3,709,110**	**3,111,494**
Staff costs	1	(1,334,911)	(690,300)
Depreciation, amortisation and impairment losses		(99,153)	(50,004)
Other operating expenses		(48,844)	0
Operating profit/loss		**2,226,202**	**2,371,190**
Other financial income	2	169,107	205,251
Other financial expenses		(4,994)	(9,714)
Profit/loss before tax		**2,390,315**	**2,566,727**
Tax on profit/loss for the year		(535,656)	(565,282)
Profit/loss for the year		**1,854,659**	**2,001,445**
Proposed distribution of profit and loss			
Retained earnings		1,854,659	2,001,445
Proposed distribution of profit and loss		**1,854,659**	**2,001,445**

Balance sheet at 31.12.2024

Assets

	Notes	2024 DKK	2023 DKK
Other fixtures and fittings, tools and equipment		304,282	488,327
Leasehold improvements		0	15,952
Property, plant and equipment	3	**304,282**	**504,279**
Deposits		137,416	133,600
Financial assets	4	**137,416**	**133,600**
Fixed assets		**441,698**	**637,879**
Manufactured goods and goods for resale		2,354,268	1,969,386
Inventories		**2,354,268**	**1,969,386**
Trade receivables		793,511	601,253
Receivables from group enterprises		3,512,458	3,614,203
Prepayments		8,561	28,515
Receivables		**4,314,530**	**4,243,971**
Cash		**601,284**	**574,810**
Current assets		**7,270,082**	**6,788,167**
Assets		**7,711,780**	**7,426,046**

Equity and liabilities

	Notes	2024 DKK	2023 DKK
Contributed capital		40,000	40,000
Retained earnings		6,348,826	4,494,167
Equity		**6,388,826**	**4,534,167**
Deferred tax		12,000	3,700
Provisions		**12,000**	**3,700**
Debt to other credit institutions		0	45,706
Non-current liabilities other than provisions		**0**	**45,706**
Payables to other credit institutions		0	43,728
Trade payables		479,748	1,029,090
Payables to group enterprises		0	330,925
Joint taxation contribution payable		527,356	567,930
Other payables		303,850	870,800
Current liabilities other than provisions		**1,310,954**	**2,842,473**
Liabilities other than provisions		**1,310,954**	**2,888,179**
Equity and liabilities		**7,711,780**	**7,426,046**
Unrecognised rental and lease commitments	5		
Contingent liabilities	6		

Statement of changes in equity for 2024

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	40,000	4,494,167	4,534,167
Profit/loss for the year	0	1,854,659	1,854,659
Equity end of year	**40,000**	**6,348,826**	**6,388,826**

Notes

1 Staff costs

	2024 DKK	2023 DKK
Wages and salaries	1,313,531	680,092
Other social security costs	21,380	10,208
	1,334,911	**690,300**

Average number of full-time employees	**4**	**2**

2 Other financial income

	2024 DKK	2023 DKK
Financial income from group enterprises	165,446	201,013
Other interest income	3,661	4,238
	169,107	**205,251**

3 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	534,424	28,500
Disposals	(149,980)	0
Cost end of year	**384,444**	**28,500**
Depreciation and impairment losses beginning of year	(46,097)	(12,548)
Depreciation for the year	(83,201)	(15,952)
Reversal regarding disposals	49,136	0
Depreciation and impairment losses end of year	**(80,162)**	**(28,500)**
Carrying amount end of year	**304,282**	**0**

4 Financial assets

	Deposits DKK
Cost beginning of year	133,600
Additions	3,816
Cost end of year	**137,416**
Carrying amount end of year	**137,416**

5 Unrecognised rental and lease commitments

The company has entered into a lease agreement with an average annual rent of 321k DKK.
The lease agreement has a notice period of 6 months, corresponding to a commitment of 53k DKK.

6 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where N.G.P Distribution Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc. for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods and external expenses.

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for normal inventory writedowns.

Other external expenses

Other external expenses include expenses relating to the Entity's normal activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs
Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc. for entity staff.

Depreciation, amortisation and impairment losses
Depreciation, amortisation and impairment losses relating to property, plant and equipment amortisation and impairment losses for the financial year.

Other operating expenses
Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities, including loss from the sale of intangible assets and property, plant and equipment.

Other financial income
Other financial income comprises interest income from group enterprises and interest and fees from debtors.

Other financial expenses
Other financial expenses consist of interest expenses in general, including interest expenses from bank debt, interest expenses from trade payable, interest expenses from other debt, and interest expenses to public authorities. Additionally, the item includes foreign exchange adjustments.

Tax on profit/loss for the year
Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment
Other fixed assets, operating equipment, and inventory are measured at cost less accumulated depreciation and write-downs.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation. For assets held under finance leases, cost is the lower of the asset's fair value and present value of future lease payments.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	5
Leasehold improvements	2

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

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

Cost consists of purchase price plus delivery costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables
Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Prepayments
Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash
Cash comprises bank deposits.

Deferred tax
Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Operating leases
Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities
Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Joint taxation contributions payable or receivable
Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.