



Revisionsfirmaet Bayer

Modiform Nordic A/S

Læssøgade 215
5230 Odense M

Financial Statements for 2024

Approved at the shareholders meeting, 2025

Chair

2.0



Company information

The Company

Modiform Nordic A/S
c/o Rosgaard Plants A/S
Læssøegade 215
5230 Odense M

CVR-nr.: 27 56 01 64
Financial year: 1 January – 31 December
Municipality of registration: Odense kommune

Bestyrelse Board of directors

Tom Heintjes
Benedictus van Heugten
Celis Groothuis
Jesper Rosgaard

Direktion Management

Tom Heintjes

Auditor

Revisionsfirmaet Bayer ApS
Statsautoriseret revisionsvirksomhed
Skyttevangen 8
3450 Allerød



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Management's Statement on the Annual Report

The Board of Directors and management have presented the Annual Report of Modiform Nordic A/S for 2024 today.

The Annual Report is prepared following the Danish Financial Statements Act.

We consider the accounting policies applied appropriate, and in our opinion, the Annual Report gives a true and fair view of the company's financial position as of 31 December 2024 and the result of its operations during 2024.

We recommend adopting the Annual Report at the shareholders' meeting.

Odense, 17 June 2025

Management

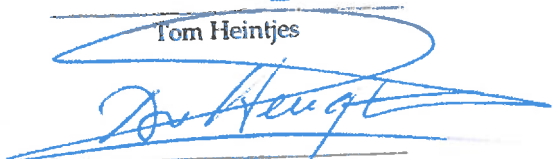


Tom Heintjes
direktør

Board of directors



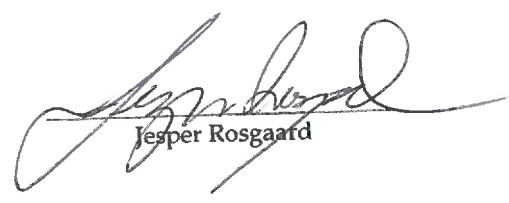
Tom Heintjes



Benedictus van Heugten



Celis Groothuis



Jesper Rosgaard



Management's review

The Annual Accounts for Modiform Nordic A/S for 2024 have been prepared and are presented under the regulations for class B entities in the Danish Financial Statements Act with specific additions from the rules for class C entities.

Substantial activities of the company

The company earns its revenue from marketing the parent company's products and related products from other vendors in the Scandinavian market. The parent company of Modiform Nordic A/S is Modiform BV.

Development during 2024 and prospects for 2025

When looking back at 2024, Modiform Nordic A/S has observed a small decline of sales in the Nordic region.

Just like in 2023, we have seen in 2024 an increase in prices for energy, rising inflation, increased competition, and instability in Europe. This had an effect on the company's sales and lower demand in the horticulture sector, resulting in a small loss for the company in 2024.

The Nordic management has acted on this trend and has developed a new commercial strategy to strengthen the sales in this region, and has taken up the challenge to increase sales and to improve the profit margin in the near future. Also within the group of companies to which Modiform Nordic A/S belongs, decisions have been made with regard to changes in the group strategy with the objective of increasing qualitative sales growth and profitability for the short and longer term. The implementation of detailed measures has started already as per May 2025.

As a part of this group strategy, the Nordic region, i.e. Modiform Nordic A/S; is a focus area. The innovative projects carried out in cooperation with other parties (partners, customers, suppliers) are still on track and the management of the parent company is actively involved in these developments. In addition, the commercial focus is shifting towards the retail sector where increasingly the sales decisions are being made.

Parent company Modiform BV has operated at a loss in 2024 and is currently restructuring its operational processes, working towards strengthening its financial position and implementing a more effective sales strategy. Although the stand alone outlook for Modiform Nordic A/S looks positive, being a regional sales office; the success of Modiform Nordic A/S is depending on the outcome of the aforementioned transformation process within its parent company. Current expectation is that by the end of September this year there will be clarity on the progress of the pivotal elements thereof.



The independent auditor's report

To the shareholders of Modiform Nordic A/S

Opinion

We have audited the Financial Statements of Modiform Nordic A/S for the financial year 1 January to 31 December 2024, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies, for the company. 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 company's financial position on 31 December 2024 and of the results of the company's operations for the financial year 1 January to 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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and 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 about going concern assumption.

Referring to the section *Uncertainty of the conditions for the operation during 2025* of Note 1 to the accounts, and the description in the section *Development in 2024 and prospects for 2025* of the management's review on page 5, it is vital for the continuing of the operation in 2025 and thereby for the going concern assumption of the Financial Statements, that sufficient funds are available when needed and description of means intended to secure that.

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 Statement in its entirety is 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 of accounting information taken based on 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 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



The independent auditor's report

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'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.

Allerød, 17 June 2025

Revisionsfirmaet Bayer ApS

statsautoriseret revisionsvirksomhed

CVR nr. 15 20 25 80

Hans Christian Bayer

Hans Christian Bayer

State Authorized Public Accountant (Denmark)

mne2747







Income statement

1 January – 31 December

	Note	2024 €	2023 €
Gross profit	2	59.865	87.519
Staff costs	3	- 131.815	- 137.067
Profit before finance		- 71.950	- 49.548
Financial income		0	152
Financial costs		- 143	
Profit before tax		- 72.093	- 49.396
Income tax	4	63	10.776
Net result		- 72.030	- 38.620
Proposed distribution of profits:			
Proposed dividend		0	0
To be carried forward		- 72.030	- 38.620
		- 72.030	- 38.620



Balance

31 December

Assets

	Note	2024 €	2023 €
Fixed assets		0	0
Receivables from related entities		15.398	106.366
Other debtors	5	15.859	18.027
Debtors		31.257	124.393
Cash and cash equivalents		67.642	37.023
Current assets		98.899	161.416
Assets		98.899	161.416



Liabilities

	Note	2024 €	2023 €
Share capital		67.024	67.088
Retained profit		- 1.924	70.042
Equity		65.100	137.130
Trade creditors		20.961	6.778
Other creditors		12.838	17.508
Liabilities	6	33.799	24.286
Total Equity and liabilities		98.899	161.416



Equity specification

The equity and changes therein are specified as follows:

	<u>Year start</u>	<u>Profit distribution</u>	<u>Year end</u>
Share capital	67.088	- 64	67.024
Retained profit	70.042	- 71.966	- 1.924
	<u>137.130</u>	<u>- 72.030</u>	<u>65.100</u>



Notes

Note 1 Basis of accounting

The Financial Statements for Modiform Nordic A/S for 2024 have been prepared and are presented under the regulations for class B entities in the Danish Financial Statements Act with specific additions from the rules for class C entities.

Recognition and measurement

The company overall uses the generally accepted accounting principles as described in the Financial Statements Act.

Foreign Currency Translation

Transactions in foreign currencies are translated to EUR at the transaction date rate. Balance items in foreign currency are translated at the currency rate of the balance date.

Uncertainty about conditions for the operations during 2025.

Management is aware of the challenge to secure sufficient funds for the company, as profit is not yet at the preferred level.

In this regard a strategy and plan are made in consultation with the parent company for the short and long term.

The parent company has a tight liquidity but is fully funded. In addition, it is in process of refinancing to further secure a healthy financial position of the group as a whole, and to be ready for investing in developing in new products. As long as possible and permitted, the parent company has committed itself that (i) funds will be available for Modiform Nordic A/S when needed and (ii) will do what is needed to have sufficient liquidity in the company.

Note 2 Gross profit

Following section 32 of the Financial Statements Act, the management has decided not to disclose the revenue, cost of sales and other external expenses but only a total of these as Gross Profit.

Revenue from commissions is recognized in the income statement when deliveries of the goods in the underlying contract have been made and the risk of the goods transferred to the customer.

Note 3 Staff costs

	2024 €	2023 €
Salaries	129.892	135.151
Pension contributions	0	0
Social security costs	1.922	1.916
	131.814	137.067
Number of full-time employees	2,0	2,0



Notes

Note 4 Income tax

	2024 €	2023 €
Tax of this year's income	0	+ 10.782
Adjustment of tax from previous year	+ 468	- 6
	+ 468	+ 10.776

The tax for the year consists of the tax of the taxable income and the change in the deferred tax. The tax relating to the result for the year is included in the profit and loss account, whereas the tax relating to equity entries is recognized directly in the equity.

Note 5 Other creditors

	2024 €	2023 €
VAT receivable	5.087	5.501
Prepaid tax	0	1.744
Negative deferred tax	10.772	10.782
	15.859	18.027

Note 6 Liabilities

No part of the liabilities is due after one year.