

# SMP Nissens III ApS

Ormhøjgårdvej 9, 8700 Horsens

CVR no. 38 64 73 50

## Annual report

for the period 1 May - 31 December 2024

Approved at the Company's annual general meeting on 24 June 2025

Chair of the meeting:

.....  
Eric Sills

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## Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of SMP Nissens III ApS for the financial year 1 May - 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 of the Company at 31 December 2024 and of the results of the Company's operations for the financial year 1 May - 31 December 2024.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Horsens, 24 June 2025  
Executive Board:

.....  
Klavs Pedersen

Board of Directors:

.....  
Eric Sills  
Chairman

.....  
Piotr Sosnowski

.....  
Klavs Pedersen

## Independent auditor's report

To the shareholders of SMP Nissens III ApS

### Opinion

We have audited the financial statements of SMP Nissens III ApS for the financial year 1 May - 31 December 2024, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 December 2024 and of the results of the Company's operations for the financial year 1 May - 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

### 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 as to 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 the 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.

## Independent auditor's 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 note 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 the Management's review

Management is responsible for the Management's review.

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

Based on the work we have performed, we conclude that the 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 the Management's review.

Odense, 24 June 2025  
EY Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28

Henrik Carstensen  
State Authorised Public Accountant  
mne47765

## Management's review

### Company details

Name	SMP Nissens III ApS
Address, Postal code, City	Ormhøjgårdvej 9, 8700 Horsens
CVR no.	38 64 73 50
Established	17 May 2017
Registered office	Horsens
Financial year	1 May - 31 December
Board of Directors	Eric Sills, Chairman Piotr Sosnowski Klavs Pedersen
Executive Board	Klavs Pedersen
Auditors	EY Godkendt Revisionspartnerselskab Cortex Park Vest 3, 5230 Odense M, Denmark

## Management's review

### Business review

The company's purpose is to conduct business in capital investment, financing, industry, trade and other related activities.

### Financial review

The income statement for 2024 shows a loss of DKK 125 thousand against a loss of DKK 154 thousand last year, and the balance sheet at 31 December 2024 shows equity of DKK 709,748 thousand.

On 1 November 2024, Standard Motor Products Inc. (SMP) completed its acquisition of 100% of the Company and its direct and indirect subsidiaries. The acquisition was completed pursuant to a Share Sale and Purchase Agreement, dated as of 5 July 2024.

As part of the transaction all outstanding warrants in subsidiaries under the share-based payments program were settled in cash funded by SMP.

### Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

## Financial statements 1 May - 31 December

### Income statement

Note	DKK'000	2024 8 months	2023/24 12 months
	Other external expenses	-174	-268
	<b>Gross profit</b>	-174	-268
2	Financial income	20	66
	Financial expenses	-1	0
	<b>Profit/loss before tax</b>	-155	-202
3	Tax for the year	30	48
	<b>Profit/loss for the year</b>	-125	-154
	<b>Recommended appropriation of profit/loss</b>		
	Retained earnings/accumulated loss	-125	-154
		-125	-154

## Financial statements 1 May - 31 December

### Balance sheet

Note	DKK'000	<u>2024</u>	<u>2023/24</u>
	<b>ASSETS</b>		
	<b>Fixed assets</b>		
4	<b>Investments</b>		
	Investments in group entities	710,297	710,297
		<u>710,297</u>	<u>710,297</u>
	<b>Total fixed assets</b>	<u>710,297</u>	<u>710,297</u>
	<b>Non-fixed assets</b>		
	<b>Receivables</b>		
	Receivables from group entities	31	30
	Corporation tax receivable	34	36,592
	Other receivables	0	29
		<u>65</u>	<u>36,651</u>
	<b>Cash</b>	<u>3,266</u>	<u>695</u>
	<b>Total non-fixed assets</b>	<u>3,331</u>	<u>37,346</u>
	<b>TOTAL ASSETS</b>	<u>713,628</u>	<u>747,643</u>

## Financial statements 1 May - 31 December

### Balance sheet

Note	DKK'000	2024	2023/24
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
5	Share capital	715	715
	Retained earnings	709,033	709,158
	<b>Total equity</b>	<u>709,748</u>	<u>709,873</u>
	<b>Liabilities other than provisions</b>		
	<b>Current liabilities other than provisions</b>		
	Payables to group entities	3,880	0
	Corporation tax payable	0	37,770
		<u>3,880</u>	<u>37,770</u>
	<b>Total liabilities other than provisions</b>	<u>3,880</u>	<u>37,770</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>713,628</u>	<u>747,643</u>

- 1 Accounting policies
- 6 Contractual obligations and contingencies, etc.
- 7 Security and collateral
- 8 Related parties

## Financial statements 1 May - 31 December

### Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 May 2023	715	709,312	710,027
Transfer through appropriation of loss	0	-154	-154
<b>Equity at 1 May 2024</b>	<b>715</b>	<b>709,158</b>	<b>709,873</b>
Transfer through appropriation of loss	0	-125	-125
<b>Equity at 31 December 2024</b>	<b>715</b>	<b>709,033</b>	<b>709,748</b>

## Financial statements 1 May - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of SMP Nissens III ApS for 2024 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Pursuant to section 112(2) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements. The financial statements of SMP Nissens III ApS are included in the consolidated financial statements of Standard Motor Products Inc., Long Island City, New York, USA, (reg. no. 12401448)

#### Changes in accounting policies

The Company has from the Financial Year 2024 changed the accounting standards from IFRS Accounting Standards as approved by the EU to accounting standards in accordance with the Danish Financial Statements Act.

The change did not have an impact on the measurement and recognition of the Financial Statement items.

#### Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

#### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

#### Income statement

##### Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

##### Profit/loss from investments in group entities

The item includes dividend received from group entities in so far as the dividend does not exceed the accumulated earnings in the group entity in the period of ownership.

##### Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

## Financial statements 1 May - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

##### Balance sheet

##### Investments in group entities

Investments in group entities and associates are measured at cost. Dividends received that exceed the accumulated earnings in the group entity or the associate during the period of ownership are treated as a reduction in the cost of acquisition.

##### Receivables

The Company has chosen IAS 39 as interpretation for impairment write-down of financial receivables.

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable is impaired.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable is used as discount rate.

##### Equity

##### *Proposed dividends*

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

## Financial statements 1 May - 31 December

### Notes to the financial statements

#### 1 Accounting policies (continued)

##### Income taxes

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

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

##### Liabilities

The Company has chosen IAS 39 as interpretation for liabilities.

Other liabilities are measured at net realisable value.

## Financial statements 1 May - 31 December

### Notes to the financial statements

DKK'000	2024 8 months	2023/24 12 months
<b>2 Financial income</b>		
Interest receivable, group entities	1	30
Other financial income	19	36
	<u>20</u>	<u>66</u>
<b>3 Tax for the year</b>		
Estimated tax charge for the year	-34	-44
Deferred tax adjustments in the year	0	-16
Tax adjustments, prior years	4	12
	<u>-30</u>	<u>-48</u>

### 4 Investments

DKK'000	Investments in group entities
Cost at 1 May 2024	710,297
Cost at 31 December 2024	710,297
<b>Carrying amount at 31 December 2024</b>	<u>710,297</u>

#### Group entities

Name	Legal form	Domicile	Interest	Equity DKK'000	Profit/loss DKK'000
AX V Nissens II ApS	ApS	Horsens, Denmark	69.40%	1,293,454	-121

### 5 Share capital

The Company's share capital has remained DKK 715 thousand over the past 5 years.

### 6 Contractual obligations and contingencies, etc.

As management company, the Company is jointly taxed with other Danish group entities and is jointly and severally with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends.

### 7 Security and collateral

The Company has not provided any security or other collateral in assets at 31 December 2024.

## Financial statements 1 May - 31 December

### Notes to the financial statements

#### 8 Related parties

SMP Nissens III ApS' related parties comprise the following:

##### Significant influence

<u>Related party</u>	<u>Domicile</u>	<u>Basis for significant influence</u>
Standard Motor Products, Inc.	Long Island City, NY 11101	Shareholdings

##### Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
Standard Motor Products, Inc.	Long Island City, NY 11101	<a href="https://www.smpcorp.com/investors/financial-documents">https://www.smpcorp.com/investors/financial-documents</a>

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## Piotr Sosnowski

### Member of the board

På vegne af: SMP Nissens I ApS, SMP Nissens II ApS, ...

Serienummer: piotr.sosnowski@smpcorp.eu

IP: 91.237.xxx.xxx

2025-06-25 11:41:09 UTC



## Klavs Pedersen

### CEO

På vegne af: SMP Nissens I ApS, SMP Nissens II ApS, ...

Serienummer: 0218661b-5aaa-4a79-abfc-0fbc51efe638

IP: 87.54.xxx.xxx

2025-06-26 08:56:53 UTC



## Klavs Pedersen

### Member of the board

På vegne af: SMP Nissens I ApS, SMP Nissens II ApS, ...

Serienummer: 0218661b-5aaa-4a79-abfc-0fbc51efe638

IP: 87.54.xxx.xxx

2025-06-26 08:56:53 UTC



## Eric Sills

### Chairman

På vegne af: SMP Nissens I ApS, SMP Nissens II ApS, ...

Serienummer: esills@smpcorp.com

IP: 66.173.xxx.xxx

2025-06-26 12:57:13 UTC



## Eric Sills

### Chairman at general meeting

På vegne af: SMP Nissens I ApS, SMP Nissens II ApS, ...

Serienummer: esills@smpcorp.com

IP: 66.173.xxx.xxx

2025-06-26 12:57:13 UTC



## Henrik Carstensen

### EY Godkendt Revisionspartnerselskab CVR: 30700228

#### Statsaut. revisor

På vegne af: EY Godkendt Revisionspartnerselskab

Serienummer: d9e2ee5d-af51-4e00-842e-3fff34a3893a

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