

Manisa Denmark ApS

Axeltorv 2
1609 København V

CVR No. 42537861

Annual report 2024

1 January 2024 - 31 December 2024

Adopted at the Annual General Meeting on 30.
June 2025


Jette Holmgren Jacobsen
Chairman

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Company details

Company

Manisa Denmark ApS
Axeltorv 2
1609 København V

CVR No.: 42537861

Executive board

Giovanni Schiano Di Zenise

Auditors

inforevision
statsautoriseret revisionsaktieselskab
Buddingevej 312
2860 Søborg
CVR No. 19263096

Sten Pedersen, State Authorised Public Accountant

Management's Review

Primary activities

The company's primary activity is the operation of shipping services, including the transportation of cargo. The company operates leased vessels employed on international routes. The shipping activities also encompass the administration and operation of the fleet, as well as handling logistics and customer service related to maritime transport.

Development in activities and finances

The results of the company's activities in the financial year amounted to a profit/loss of DKK -4.751.567 against DKK 8.767.560 in last financial year. The equity at the balance sheet date amounted to DKK 8.764.963.

The past year has presented significant challenges for our company, primarily due to declining prices in the shipping market. These market conditions have adversely impacted our financial performance, resulting in a loss for the period. A key focus of our efforts has been to secure the company's position and ensure its long-term stability for our main shareholder. We have implemented rigorous cost-control measures, streamlined operations, and explored new revenue opportunities to mitigate the impact of the market downturn. Our management team has thoroughly reviewed the specifications related to these initiatives and has approved their implementation to strengthen the company's financial foundation and restore profitability.

At present, the company is in a period of uncertainty regarding its future activities. Management has not yet determined whether the company will continue its operations or cease these activities. As such, no final decisions have been made about the company's future direction, and management is currently evaluating the available options

Statement by Management

The Executive Board have today considered and adopted the annual report for 1 January 2024 - 31 December 2024 for Manisa Denmark ApS.

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

In my opinion, the financial statements give a true and fair view of the the company's financial position at 31 December 2024 and of the results of its operations for the financial year 1 January 2024 - 31 December 2024.

I believe that the Management's review contains a fair review of the affairs and conditions referred to therein.

I recommend that the annual report be adopted at the Annual General Meeting.

København V, 30. June 2025

Executive board



Giovanni Schiano Di Zenise
Executive director

Independent auditor's report

To the shareholder's in Manisa Denmark ApS

Opinion

We have audited the financial statements of Manisa Denmark ApS for the financial year 1 January 2024 - 31 December 2024, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes. 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 company's financial position as at 31 December 2024 and of the results of the company's operations for the financial year 1 January 2024 - 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 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 this auditor's report. We are independent of the company in accordance with the International Ethics Standards Board of 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 requirements and 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, for disclosing, as applicable, matters related to going concern, and for 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. 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, continued

- 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 content of the financial statements, including the disclosures in the notes, 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 Financials Statements Act.

Based on the work we have performed, in our view, Management's Review 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 in Management's Review.

Søborg, 30. June 2025

inforevision statsautoriseret revisionsaktieselskab
CVR-nr. 19263096

Sten Pedersen
State Authorised Public Accountant
mne23408

Accounting policies

Information on reporting class

The annual report has been prepared in accordance with Danish financial statement legislation as well as generally accepted accounting principles.

The annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing Reporting class B.

Some provisions from reporting class C has been adopted.

The accounting policies have not been changed from last year.

Generally regarding recognition and measurement

The financial statements have been prepared based on historical cost.

The income is recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

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

Assets and liabilities are initially 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 maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the annual report which confirm or invalidate affairs and conditions existing at the balance sheet date.

The functional currency is Danish Kroner. All other currencies are considered foreign currencies.

Foreign currency translation

During the year, transactions in foreign currencies have been translated applying the exchange rate at the transaction date. If currency positions are considered hedge of future cash flows, the value adjustments are recognised directly in equity.

Receivables and debt denominated in foreign currencies have been recognised at the exchange rate of the balance sheet date.

Realised and unrealised exchange gains and losses have been recognised in the income statement under other financial income and expenses.

Accounting policies, continued

Income statement

The income statement has been classified by nature.

Gross profit

Gross profit/loss includes "Revenue", "Cost of sales" and "External expenses".

Revenue

As income recognition criterion, the production criterion is applied so that revenue comprises the invoiced revenue for the year reduced by prepayments and with addition for work in progress measured at market value. Revenue is measured at fair value excl. VAT and less granted discounts.

Cost of sales

Cost of sales comprises the direct costs associated with the operation of the company's vessels. Cost of sales primarily includes consumption of bunkers (fuel for the vessels) and expenses related to the hire of timecharter. Bunker costs are recognized in the income statement as they are consumed on board the vessels. Expenses for hired timecharter are likewise recognized as cost of sales in the period in which the services are rendered.

External expenses

External expenses comprises Selling costs, Cost of premises and Administrative expenses.

Staff costs

Staff costs include wages and salaries including holiday pay and pensions and other social security costs etc. to the company's employees.

Financial income

Financial income is recognised with amounts concerning the financial year. Financial income comprise interest, realised and unrealised exchange gains and interest reimbursements under the Danish Tax Prepayment Scheme.

Financial expenses

Financial expenses is recognised with amounts concerning the the financial year. Financial expenses comprise interest, realised and unrealised exchange losses and interest surcharge under the Danish Tax Prepayment Scheme.

Tax on profit or loss for the year

Tax on profit or loss for the year represents 2.285% of the book profit or loss adjusted for non-taxable and non-deductible items.

Tax on profit or loss for the year consists of the anticipated tax portion of the taxable income for the year adjusted for the changes for the year in deferred tax. Changes in deferred taxes due to adjustments of tax rates is recognised in the income statement.

Tax on profit or loss for the year is recognised in the income statement by the portion attributable to the profit or loss for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The company is subject to the Danish Tax Prepayment Scheme. Interest reimbursement and interest surcharge have been recognised in financial income and expenses.

Accounting policies, continued

Balance sheet

The balance sheet has been presented in account form.

Assets

Other receivables classified as fixed assets

Deposits recognised as fixed assets are measured at amortised cost, which usually corresponds to nominal amount.

Inventories

Inventories are measured at cost according to the FIFO method. In the event of cost exceeding net realisable value, writedown is made to this lower value.

The net realisable value of inventories is calculated at the estimated selling price less completion costs and expected costs to execute sale. The net realisable value is determined allowing for marketability, obsolescence and development in expected sales price.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

Prepayments

Prepayments comprise costs incurred relating to subsequent financial years.

Equity and liabilities

Deferred tax and corporation tax

Deferred tax is measured using the balance sheet liability method. Provision has been made for deferred tax by 22% on all temporary differences between carrying amount and tax-based value of assets and liabilities. Deferred tax is also measures with respect of the planned use of the asset and the settlement of the liability.

The tax value of the tax losses to be carried forward are included in the calculation of deferred taxes if it is probable that the losses can be used. Deferred tax assets are measured at net realisable value.

Deferred tax assets which are not expected utilised within a few years have been disclosed in notes under contingent assets.

Corporation tax relating to the the financial year which has not been settled at the balance sheet date is classified as corporation tax in receivables or liabilities other than provisions.

Financial debts

Short-term debts are measured at amortised cost, substantially corresponding to nominal value.

Income statement

	<u>Note</u>	<u>2024</u> DKK	<u>2023</u> DKK
Gross loss		-3.496.090	9.471.364
Staff costs	1	-8.009	-727.686
Earnings before interest, taxes, depreciation and amortisation (EBITDA)		-3.504.099	8.743.678
Writedowns of current assets, that exceed normal writedowns		-1.429.792	0
Earnings before interest and taxes (EBIT)		-4.933.891	8.743.678
Finance income	2	366.066	64.872
Finance expenses		-74.001	0
Profit/loss before tax		-4.641.826	8.808.550
Tax on profit/loss for the year	3	-109.741	-40.990
Profit/loss for the year		<u>-4.751.567</u>	<u>8.767.560</u>

Proposed distribution of profit and loss

	<u>2024</u> DKK	<u>2023</u> DKK
Proposed distribution of profit and loss for the year :		
Transferred to retained earnings	-4.751.567	8.767.560
Profit/loss for the year	<u>-4.751.567</u>	<u>8.767.560</u>

Assets

	<u>Note</u>	<u>31-12-2024</u>	<u>31-12-2023</u>
		DKK	DKK
Deposits		0	372.935
Investments		0	372.935
Fixed assets		0	372.935
Raw materials and consumables		0	1.424.792
Inventories		0	1.424.792
Trade receivables		5.220.483	2.822.995
Receivables from group enterprises		3.750.000	1.662.260
Other receivables		235.871	0
Prepayments		0	1.081.566
Receivables		9.206.354	5.566.821
Cash at bank and in hand		652.178	6.276.567
Current assets		9.858.532	13.268.180
Total assets		9.858.532	13.641.115

Equity and liabilities

	Note	31-12-2024	31-12-2023
		DKK	DKK
Contributed capital		70.000	70.000
Retained earnings		8.694.963	13.446.530
Equity		8.764.963	13.516.530
Trade payables		30.000	30.000
Corporation tax payables	3	103.741	40.990
Other payables		959.828	53.595
Short-term liabilities other than provisions		1.093.569	124.585
Liabilities other than provisions		1.093.569	124.585
Total equity and liabilities		9.858.532	13.641.115

Statement of changes in equity

	Contributed capital	Retained earnings	Total
	DKK	DKK	DKK
Equity at 1 January 2023	70.000	4.678.970	4.748.970
Distributed profit/loss for the year		8.767.560	8.767.560
Equity at 1 January 2024	70.000	13.446.530	13.516.530
Distributed profit/loss for the year		-4.751.567	-4.751.567
Equity at 31 December 2024	70.000	8.694.963	8.764.963

Notes

1. Staff costs

	<u>2024</u>	<u>2023</u>
	DKK	DKK
Wages and salaries	0	699.502
Other social security costs	5.109	8.573
Other staff cost	2.900	19.611
Total	<u>8.009</u>	<u>727.686</u>
Average number of full-time employees	<u>0</u>	<u>1</u>

2. Finance income

	<u>2024</u>	<u>2023</u>
	DKK	DKK
Financial income from group enterprises	310.526	0
Other financial income	55.540	64.872
Total	<u>366.066</u>	<u>64.872</u>

3. Tax expense

	<u>Corporation</u>	<u>Deferred tax</u>	<u>Tax on</u>	<u>2023</u>
	tax	DKK	profit/loss	DKK
	DKK	DKK	for the year	DKK
Payables at 1 January 2024	40.990	0		
Paid in respect of previous years	-40.990			
Tax on profit/loss for the year	109.741	0	109.741	40.990
Prepaid tax	-6.000			
Payables at 31 December 2024	<u>103.741</u>	<u>0</u>		
Tax on profit/loss for the year recognised in the income statement			<u>109.741</u>	<u>40.990</u>
<i>Recognition in balance sheet:</i>				
Short-term payables	103.741			
Total	<u>103.741</u>	<u>0</u>		

