martinsen
Rådgivning & Revision

Alustre P/S
Bredgade 35C, 1260 København K

Annual report

2024

Company reg. no. 42 80 17 63

The annual report was submitted and approved by the general meeting on the 3 August 2025.

Edward Wayne Malouf
Chairman of the meeting

Notes:
- *To ensure the greatest possible applicability of this document, IAS/IFRS English terminology has been used.*
- *Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.*

Contents

Management's statement

Today, the Management has approved the annual report of Alustre P/S for the financial year 2024.

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

We consider the chosen accounting policy to be appropriate, and 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 January – 31 December 2024.

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

We recommend that the annual report be approved at the Annual General Meeting.

København K, 3 August 2025

Managing Director

Mike Jimmy Tong Sam

Board of directors

Mike Jimmy Tong Sam	Edward Wayne Malouf	Marie Pierre Bertrand Boulle
Sarra Dadoul		

General partner
JBRD Komplementar ApS

Edward Wayne Malouf	Audrey Irene Hoe-Richardson

Independent auditor's report

To the Shareholder of Alustre P/S

Opinion

We have audited the financial statements of Alustre P/S for the financial year 1 January - 31 December 2024, which comprise a summary of significant accounting policies, income statement, balance sheet, statement of changes in equity and notes, for the Company. 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 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 (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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We refer to note number 1 in the annual accounts, where the management states that The ongoing operations depend on capital injections from investors.

The management is in contact with investors who are willing to provide the company with sufficient liquidity to continue operations.

Negotiations with the investor group have not concluded, therefore there remains an material going concern uncertainty as to whether the company can continue the operations.

However, it is expected that the capital injection will be carried out, therefore the management have prepared the annual accounts under the going concern assumption.

Our opinion is not qualified because of this.

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.

Independent auditor's report

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.

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.

Independent auditor's report

- 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.

Copenhagen, 3 August 2025

Martinsen
State Authorised Public Accountants
Company reg. no. 32 28 52 01

Leif Tomasson
State Authorised Public Accountant
mne25346

Company information

The company	Alustre P/S Bredgade 35C 1260 København K	
	Company reg. no.	42 80 17 63
	Financial year:	*1 January - 31 December* *3rd financial year*
Board of directors	Mike Jimmy Tong Sam Edward Wayne Malouf Marie Pierre Bertrand Boulle Sarra Dadoul	
Managing Director	Mike Jimmy Tong Sam	
General partner	JBRD Komplementar ApS	
Auditors	Martinsen Statsautoriseret Revisionspartnerselskab Øster Allé 42 2100 København Ø	
Parent company	Alustre S.A.	

Management´s review

Description of key activities of the company

Alûstre is an award-winning Danish global luxury brand offering exceptional quality color cosmetics, perfumes and beauty accessories. The brand was built around a patented diamond technology that infuses bespoke nail polish with diamond crystals, the Alûstre DiamondInfusedTM innovation. Since its beginning in 2021, the Company has conducted extensive research to understand consumer needs, preferences and behaviours, and refined its strategy as part of the development of its product line.

Significant changes in the company's activities and financial matters

There have been no significant changes in activities and financial matters.

The gross loss for the year totals DKK -10.923.148 against DKK -21.158.834 last year. Income or loss from ordinary activities after tax totals DKK -26.862.825 against DKK -35.909.015 last year. Management considers the net profit or loss for the year not-satisfactory.

In December 2024 the Company performed a debt conversion where DKK 27,764,925 of the debt to the parent company, Alustre S.A. was converted to share capital.

The ongoing operations depend on capital injections from investors.

Management is in contact with investors who are willing to provide the company with sufficient liquidity to continue operations.

Negotiations with the investor group have not concluded, therefore there remains an material going concern uncertainty as to whether the company can continue the operations.

However, it is expected that the capital injection will be carried out, therefore the annual accounts have been prepared under the going concern assumption.

Accounting policies

The annual report for Alustre P/S has been presented in accordance with the Danish Financial Statements Act regulations concerning reporting class B enterprises. Furthermore, the company has decided to comply with certain rules applying to reporting class C enterprises.

The accounting policies are unchanged from last year, and the annual report is presented in DKK.

Recognition and measurement in general
Income is recognised in the income statement concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs are recognised in the income statement, including depreciations amortisations, write-downs for impairment, provisions, and reversals due to changes in estimated amounts previously recognised in the income statement.

Assets are recognised in the statement of financial position when it seems probable that future economic benefits will flow to the company and the value of the asset can be reliably measured.

Liabilities are recognised in the statement of financial position when it is seems probable that future economic benefits will flow out of the company and the value of the liability can be reliably measured.

Assets and liabilities are measured at cost at the initial recognition. Hereafter, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost, allowing a constant effective interest rate to be recognised during the useful life of the asset or liability. Amortised cost is recognised as the original cost less any payments, plus/less accrued amortisations of the difference between cost and nominal amount. In this way, capital losses and gains are allocated over the useful life of the liability.

Upon recognition and measurement, allowances are made for such predictable losses and risks which may arise prior to the presentation of the annual report and concern matters that exist on the reporting date.

Income statement

Gross loss
Gross loss comprises the revenue, changes in inventories of finished goods, and work in progress, own work capitalised, other operating income, and external costs.

The enterprise will be applying IAS 11 and IAS 18 as its basis of interpretation for the recognition of revenue.

Accounting policies

Revenue is recognised in the income statement if delivery and passing of risk to the buyer have taken place before the end of the year and if the income can be determined reliably and inflow is anticipated. Revenue is measured at the fair value of the consideration promised exclusive of VAT and taxes and less any discounts relating directly to sales.

Cost of sales comprises costs concerning purchase of raw materials and consumables less discounts and changes in inventories.

Other external expenses comprise expenses incurred for distribution, sales, advertising, administration, premises and loss on receivables.

Staff costs

Staff costs include salaries and wages, including holiday allowances, pensions, and other social security costs, etc., for staff members.

Depreciation, amortisation, and write-down for impairment

Depreciation, amortisation, and write-down for impairment comprise depreciation on, amortisation of, and write-down for impairment of intangible and tangible assets, respectively.

Financial income and expenses

Financial income and expenses are recognised in the income statement with the amounts concerning the financial year. Financial income and expenses comprise interest income and expenses, financial expenses from financial leasing, realised and unrealised capital gains and losses relating to securities, debt and transactions in foreign currency, amortisation of financial assets and liabilities as well as surcharges and reimbursements under the advance tax scheme, etc.

Dividend from investments in group enterprises is recognised in the financial year in which the dividend is declared.

If the dividend received exceeds the proportionate share of the year's result, this is considered an indication of impairment, which entails a requirement to prepare an impairment test.

Statement of financial position

Intangible assets

Development projects, patents, and licences

Development costs comprise salaries, wages, and amortisation directly attributable to development activities.

Accounting policies

Clearly defined and identifiable development projects are recognised as intangible assets provided that they are proven to be technically practicable, that sufficient resources and a potential market or development opportunity exist, and insofar as the intention is to produce, market or utilise the project. It is, however, a condition that the cost can be reliably calculated and that a sufficiently high degree of certainty indicates that future earnings will cover the costs of production, sales, and administration. Other development costs are recognised in the income statement concurrently with their realisation.

Development costs recognised in the statement of financial position are measured at cost less accrued amortisations and write-downs for impairment.

After completion of the development work, capitalised development costs are amortised on a straight-line basis over the estimated useful economic life. The amortisation period is usually 3 years.

Property, plant, and equipment

Property, plant, and equipment are measured at cost less accrued depreciation and write-down for impairment. Land is not subject to depreciation.

The depreciable amount is cost less any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, the depreciation is discontinued.

Depreciation is done on a straight-line basis according to an assessment of the expected useful life:

	Useful life
Other fixtures and fittings, tools and equipment	3-5 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the income statement in the year of acquisition.

Profit or loss derived from the disposal of property, land, and equipment is measured as the difference between the sales price less selling costs and the carrying amount at the date of disposal. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Impairment loss relating to non-current assets

The carrying amount of both intangible and tangible fixed assets as well as equity investments in group enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets, respectively. write-down for impairment is done to the recoverable amount if this value is lower than the carrying amount.

Accounting policies

The recoverable amount is the higher value of value in use and selling price less expected selling cost. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the asset group and expected net cash flows from the sale of the asset or the asset group after the end of their useful life.

Previously recognised impairment losses are reversed when conditions for impairment no longer exist. Impairment relating to goodwill is not reversed.

Leasehold improvements

Leasehold improvements are measured at cost less accrued depreciations. Depreciation is done on a straightline basis over the estimated useful life of the asset, which is set at 5 years.

Investments

Investments in group enterprises

Investments in group enterprises are recognised and measured at cost. If the recoverable amount is lower than the cost price, it shall be written down for impairment to this lower value.

Inventories

Inventories are measured at cost according to the FIFO method. In cases when the net realisable value of the inventories is lower than the cost, the latter is written down for impairment to this lower value.

Costs of goods for resale, raw materials, and consumables comprise acquisition costs plus delivery costs.

Receivables

Receivables are measured at amortised cost, which usually corresponds to nominal value.

In order to meet expected losses, impairment takes place at the net realisable value. The company has chosen to use IAS 39 as a basis for interpretation when recognising impairment of financial assets, which means that impairments must be made to offset losses where an objective indication is deemed to have occurred that an account receivable or a portfolio of accounts receivable is impaired. If an objective indication shows that an individual account receivable has been impaired, an impairment takes place at individual level.

Accounts receivable for which there is no objective indication of impairment at the individual level are evaluated at portfolio level for objective indication of impairment. The portfolios are primarily based on the debtors' domicile and credit rating in accordance with the company's and the group's credit risk management policy. Determination of the objective indicators applied for portfolios are based on experience with historical losses.

Accounting policies

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

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand.

Liabilities other than provisions

Mortgage loans and bank loans are thus measured at amortised cost which, for cash loans, corresponds to the outstanding payables. For bond loans, the amortised cost corresponds to an outstanding payable calculated as the underlying cash value at the date of borrowing, adjusted by amortisation of the market value on the date of the borrowing effectuated over the repayment period.

Liabilities other than provisions relating to investment properties are measured at amortised cost.

Other liabilities concerning payables to suppliers, group enterprises, and other payables are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

All amounts in DKK.

Note		2024	2023
	Gross profit	**-10.923.148**	**-21.158.834**
2	*Staff costs*	-10.271.546	-10.987.110
	Depreciation, amortisation, and impairment	-2.670.550	-1.268.943
	Operating profit	**-23.865.244**	**-33.414.887**
3	*Other financial expenses*	-2.997.581	-2.494.128
	Pre-tax net profit or loss	**-26.862.825**	**-35.909.015**
	Net profit or loss for the year	**-26.862.825**	**-35.909.015**
	Proposed distribution of net profit:		
	Allocated from retained earnings	-26.862.825	-35.909.015
	Total allocations and transfers	**-26.862.825**	**-35.909.015**

Balance sheet at 31 December

All amounts in DKK.

Note	*Assets*	2024	2023
	Non-current assets		
4	*Completed development projects, including patents and similar rights arising from development projects*	0	2.124.511
	Total intangible assets	0	2.124.511
6	*Other fixtures, fittings, tools and equipment*	639.989	1.027.278
	Total property, plant, and equipment	639.989	1.027.278
7	*Investments in group enterprises*	40.000	40.000
	Total investments	40.000	40.000
	Total non-current assets	**679.989**	**3.191.789**
	Current assets		
	Raw materials and consumables	13.366.236	13.022.985
	Prepayments for goods	3.545.373	1.941.227
	Total inventories	16.911.609	14.964.212
	Trade debtors	74.074	1.077.778
	Receivables from group enterprises	13.787	6.250
	Other receivables	198.588	2.214.303
	Total receivables	286.449	3.298.331
	Cash and cash equivalents	533.391	220.573
	Total current assets	**17.731.449**	**18.483.116**
	Total assets	**18.411.438**	**21.674.905**

Balance sheet at 31 December

All amounts in DKK.

Note	***Equity and liabilities***	2024	2023
	Equity		
8	*Contributed capital*	400.002	400.001
	Results brought forward	-9.359.708	-10.261.807
	Total equity	**-8.959.706**	**-9.861.806**
	Liabilities other than provisions		
	Bank loans	14.400.903	10.104.532
	Trade creditors	8.621.865	8.961.358
	Payables to group enterprises	3.930.145	9.221.496
	Other debts	418.231	3.249.325
	Total short term liabilities other than provisions	27.371.144	31.536.711
	Total liabilities other than provisions	**27.371.144**	**31.536.711**
	Total equity and liabilities	**18.411.438**	**21.674.905**

1 ***Uncertainties relating to going concern***

9 ***Charges and security***

10 ***Contingencies***

Statement of changes in equity

All amounts in DKK.

	Contributed capital	*Share premium*	*Retained earnings*	*Total*
Equity 1 January 2024	400.001	0	-10.261.807	-9.861.806
Capital increase by debt conversion	1	27.764.924	0	27.764.925
Profit or loss for the year brought forward	0	0	-26.862.825	-26.862.825
Transferred to results brought forward	0	-27.764.924	27.764.924	0
	400.002	**0**	**-9.359.708**	**-8.959.706**

Notes

All amounts in DKK.

1. ***Uncertainties relating to going concern***

The ongoing operations depend on capital injections from investors.

Management is in contact with investors who are willing to provide the company with sufficient liquidity to continue operations.

Negotiations with the investor group have not concluded, therefore there remains an material going concern uncertainty as to whether the company can continue the operations.

However, it is expected that the capital injection will be carried out, therefore the annual accounts have been prepared under the going concern assumption.

		2024	2023
2.	***Staff costs***		
	Salaries and wages	9.859.262	10.687.933
	Pension costs	211.500	224.725
	Other costs for social security	48.807	46.954
	Other staff costs	151.977	27.498
		10.271.546	**10.987.110**
	Average number of employees	14	14
3.	***Other financial expenses***		
	Financial costs, group enterprises	1.371.853	1.450.644
	Other financial costs	1.625.728	1.043.484
		2.997.581	**2.494.128**

Notes

All amounts in DKK.

		31/12 2024	31/12 2023
4.	***Completed development projects, including patents and similar rights arising from development projects***		
	Cost 1 January 2024	2.904.800	0
	Additions concerning company transfer	0	1.914.000
	Additions during the year	0	990.800
	Cost 31 December 2024	**2.904.800**	**2.904.800**
	Amortisation and write-down 1 January 2024	-780.289	0
	Amortisation for the year	0	-780.289
	Writedown for the year	-2.124.511	0
	Amortisation and write-down 31 December 2024	**-2.904.800**	**-780.289**
	Carrying amount, 31 December 2024	**0**	**2.124.511**

		31/12 2024	31/12 2023
5.	***Development projects in progress and prepayments for intangible assets***		
	Cost 1 January 2024	0	1.914.000
	Transfers	0	-1.914.000

		31/12 2024	31/12 2023
6.	***Other fixtures, fittings, tools and equipment***		
	Cost 1 January 2024	1.558.742	881.950
	Additions during the year	158.750	676.792
	Cost 31 December 2024	**1.717.492**	**1.558.742**
	Depreciation and write-down 1 January 2024	-531.464	-42.811
	Depreciation for the year	-546.039	-488.653
	Depreciation and write-down 31 December 2024	**-1.077.503**	**-531.464**
	Carrying amount, 31 December 2024	**639.989**	**1.027.278**

Notes

All amounts in DKK.

		31/12 2024	31/12 2023
7.	***Investments in group enterprises***		
	Acquisition sum, opening balance 1 January 2024	40.000	0
	Additions during the year	0	40.000
	Cost 31 December 2024	**40.000**	**40.000**
	Carrying amount, 31 December 2024	**40.000**	**40.000**

8.	***Contributed capital***		
	Contributed capital 1 January 2024	400.001	400.000
	Capital increase by debt conversion	1	1
		400.002	**400.001**

Class A-shares have been granted a preferential right for payments to dividends, liquidation proceeds, capital reduction proceeds, proceeds from mergers, and/or similar (collectively referred to as the "Proceeds") up to an amount of DKK 47,234,120 plus, beginning January 1, 2024, a fixed-rate tenders interest rate equal to the European Central Bank + 1.5% (adjusted on January 1 of each year) and an amount of DKK 27,764,924.51 plus, beginning 31 December 2024, a fixedrate tenders interest rate equal to the European Central Bank + 1.5% (adjusted on January 1 of each year). After the payment, the capital classes will be merged, and A-class shares and B-class shares will have equal rights to receive the Proceeds, proportionally distributed according to ownership interest in the company.

Upon a liquidation event, a liquidation preference in the amount of DKK 47,234,120 plus, beginning January 1, 2024, a fixed-rate tenders interest rate equal to the European Central Bank + 1.5% (adjusted on January 1 of each year) and in the amount of DKK 27,764,924.51 plus, beginning 31 December 2024, a fixed-rate tenders interest rate equal to the European Central Bank + 1.5% (adjusted on January 1 of each year), less any preferred dividend already paid. No distribution shall be made to any other shares in relation to any liquidated event until such liquidation preference is paid. Thereafter, distribution shall be made to all shareholders pro rata according to the percentage of shares owned by the shareholder in relation to all shares outstanding at the time unless otherwise agreed by the Parties or directed by a court or other adjudicative body with authority to do so. A liquidated event is any liquidation, dissolution, winding up, merger, acquisition, initial public offering, or similar event or transaction involving the company.

Notes

All amounts in DKK.

9. Charges and security

For bank loans, TDKK 14.401, the company has provided security of nominal TEURO 2.000 in company assets representing a nominal value of TDKK 17.626. This security comprises the assets below, stating the carrying amounts:

	DKK in thousands
Inventories	16.912
Trade receivables	74
Motor vechicles	0
Other fixtures, fittings, tools and equipment	640
Goodwill	0

10. Contingencies

Contingent assets

Tax value of taxable deficit, 18,6 mio DKK is not included due to uncertainty of when it will be used.