

JOE & THE JUICE A/S

Østergade 26, DK-1100 Copenhagen

CVR No 26 58 93 55

Annual Report for January 01, 2024 to December 31, 2024

The Annual Report was presented and
adopted at the Annual General Meeting of
the Company on April 30, 2025

Sebastian Christmas Poulsen
Chairman of the General Meeting

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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of JOE & THE JUICE A/S (the Company) for the financial year January 01 - December 31, 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 at December 31, 2024 of the Company and of the results of the Company's operations for 2024.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, April 28, 2025

Executive Board

Thomas Kusk Nørøxe
CEO

Jørn Vestergaard
CFO

Board of Directors

Jeffrey David Lawrence
Chairman

Andrew William Crawford

Tue Mantoni

Melis Zeynep Kahya

Harrison Robert DiGia

Andrea Calabro

Jennelle Lisa Tilling

Nadia Sawiris

Independent Auditor's Report

To the shareholders of JOE & THE JUICE A/S

Opinion

We have audited the financial statements of Joe & The Juice A/S for the financial year 01.01.2024 - 31.12.2024, which comprise the income statement, statement of 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.

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 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 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 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 Entity'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 Entity 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 Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates

Independent Auditor's Report

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 Entity'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 Entity 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.
- Plan and perform the audit of the financial statements to obtain sufficient appropriate audit evidence regarding the consolidated financial information of the entities or business units as a basis for forming an opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed. We remain solely responsible for our audit opinion.

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 in 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 by relevant law and regulations.

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 in the relevant law and regulations. We did not identify any material misstatement of the Management's Review.

Copenhagen, 28.04.2025

Deloitte Statsautoriseret Revisionspartnerselskab

CVR No 33 96 35 56

Niels Skannerup Vendelbo
State Authorized Public Accountant
Identification No (MNE) mne34532

Lars Hansen
State Authorized Public Accountant
Identification No (MNE) mne24828

Company Information

The Company

JOE & THE JUICE A/S
Østergade 26
DK-1100 Copenhagen

CVR No: 26 58 93 55
Financial period: January 01- December 31
Municipality of reg. office: Copenhagen

Board of Directors

Jeffrey David Lawrence, Chairman
Andrew William Crawford
Tue Manton
Melis Zeynep Kahya
Harrison Robert DiGia
Andrea Calabro
Jennelle Lisa Tilling
Nadia Sawiris

Executive Board

Thomas Kusk Nørøxe
Jørn Vestergaard

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
DK-2300 Copenhagen

Financial Highlights

Key figures

Seen over a five-year period, the development of the Company is described by the following financial highlights:

In thousands DKK	2024	2023	2022	2021	2020
Income Statements					
Revenue.....	504,205	464,867	375,855	270,846	221,053
Gross profit.....	254,710	236,604	131,753	110,059	101,704
Result before depreciations (EBITDA).....	66,830	86,505	(28,390)	(11,299)	1,185
Profit (loss) before financial income and expenses (EBIT).....	37,480	57,310	(55,222)	(39,983)	(24,858)
Net financials.....	(58,932)	(14,186)	(10,210)	(47,076)	(392,534)
Net profit (loss) for the year.....	153,714	19,498	(69,427)	(85,031)	(417,392)
Balance Sheet					
Balance sheet total.....	780,661	646,067	533,859	502,454	430,676
Equity	103,343	(29,036)	(59,482)	21,269	(114,691)
Investment in property, plant and equipment	35,763	28,018	18,888	10,212	25,042
Average number of employees					
Average number of employees.....	543	516	464	343	271
Ratios					
Gross margin	50.4%	50.9%	35.1%	40.6%	46.0%
EBITDA margin.....	13.2%	18.6%	(7.6%)	(4.3%)	0.5%
Solvency ratio.....	13.2%	(4.5%)	(11.1%)	4.2%	(26.6%)

Financial ratios are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark. Ratios are defined on page 25.

Management's Review

Key activities

The objective of the Company is to operate JOE & THE JUICE stores in Denmark, perform related activities including licensing franchise rights on the JOE & THE JUICE brand stores abroad and hold shares in entities operating JOE & THE JUICE stores around the world.

Developments in the year

By the end of 2024, the Company operates 72 stores in Denmark, increasing from 69 stores last year.

The Company's revenue for 2024 equaled DKK 504 million compared to DKK 465 million in 2023, corresponding to a growth of 8% which is below management expectations set out last year. Despite not meeting topline ambitions, net result exceeded expectations by reaching DKK 154 million (2023: DKK 19 million) raising equity to positive territory of DKK 103 million (2023: negative 29 million).

Revenue growth was mainly driven by increase in same-store-sales. Revenue growth was supported by 3 net new store openings in Denmark and the opening of 23 new franchise stores, generating franchise fees, including royalty income in Denmark.

Although revenue did not meet expectations, Management is satisfied with the Company's operational performance and believes 2024 results underline the robustness and growth capacity of the JOE & THE JUICE brand and business model in Denmark and through franchise markets.

Financing and capital management

The Company, together with its parent entities, is dependent on loan financing to maintain the current capital structure. Loan agreements until December 2027 are in place to secure liquidity needs. Following the capital increase and refinancing completed in December 2023 together with its parent entities, Management deems that capital resources for group entities, including the Company's capital requirements, are adequate to cover future obligations as they arise.

For further information, reference is made to Notes 1 and 17 of the financial statements.

Special risks - operating risks and financial risks

Market conditions

Uncertainties remain in the Company's operating markets, mainly regarding geopolitical instabilities and indirect effects of shift in globalization which may potentially influence consumer behavior and purchasing power in the Company's operating markets. Inflationary and interest rate risks are perceived as being of lesser magnitude than last year. Management will continue to monitor the situation closely and take necessary action as required.

Currency exposure

The Company is exposed to currency risk, mainly in USD, GBP, NOK and SEK.

Our Growth Strategy

JOE & THE JUICE aims to continue its high growth through the opening of new stores and by growing same-store-sales across its existing store portfolio as of December 31, 2024 including both own stores and franchise stores.

JOE & THE JUICE's strategy is to continue the expansion of the successful and proven JOE & THE JUICE experience by focusing exclusively on healthy food and beverage offerings in attractive retail locations in combination with a digital platform that supports customer convenience and operational effectiveness.

The Company aims to continue its store expansion in Denmark and internationally through its subsidiaries. In addition to opening own stores, further expansion is expected in franchise markets, which demonstrate first-hand the strong brand appeal across cultures and geographies.

Management's Review

Expectations for the year ahead

JOE & THE JUICE's near-term growth strategy is centered around profitable and sustainable growth. Complementary to opening new stores, the Company intends to continue driving increased same-store-sales in heritage stores. Efforts build on reinforcing guest loyalty by driving innovation across menu and offerings, enhancing convenience and guest service through digital initiatives, and further cultivating brand awareness. In parallel, JOE & THE JUICE's unique culture will continue to be nurtured and development of workforce for improved staff seniority and strengthening of operational skillset.

Building on the strong financial performance in 2024 and revenue growth trajectory from prior years. Management expects 2025 results to continue the upward trend. Revenue is forecasted to be more than DKK 560 million in 2025 and a net result in the range of DKK 50 to 100 million.

Knowledge resources

JOE & THE JUICE continuously develops its employees and invests in building the culture of JOE & THE JUICE. It is also important for the continued growth of JOE & THE JUICE to attract and retain new, talented employees.

Report on Corporate Social Responsibility, cf. Section 99 a of the Danish Financial Statements Act

In accordance with section 99 a (6) of the Danish Financial Statements Act, the reporting on corporate social responsibility has been omitted as the parent company JOE & THE JUICE Holding A/S has prepared a corporate social responsibility report. The corporate social responsibility report is included in the Annual Report for JOE & THE JUICE Holding A/S for 2024.

Refer to JOE & THE JUICE Holding A/S Annual Report, page 12 at cvr.dk.

Policy on data ethics, cf. Section 99 d of the Danish Financial Statements Act

In accordance with section 99 d (3) of the Danish Financial Statements Act, the reporting on data ethics has been omitted as the parent company JOE & THE JUICE Holding A/S has prepared a policy. The data ethics policy is included in the annual report for JOE & THE JUICE Holding A/S for 2024.

Refer to JOE & THE JUICE Holding A/S Annual Report, page 14 at cvr.dk.

Subsequent events

The Company has determined that there are no material events which occurred after the reporting date but before the financial statements are authorized for issue.

Income Statements for the years ended December 31

In thousands DKK	Notes	2024	2023
Revenue	2	504,205	464,867
Work on own account recognized in assets		5,115	3,733
Expenses for raw materials and consumables		(78,386)	(81,087)
Other external expenses		(176,224)	(150,909)
Gross profit		254,710	236,604
Staff expenses	3	(187,880)	(150,099)
Result before depreciations (EBITDA)		66,830	86,505
Depreciation and amortization of property, plant and equipment and intangible assets		(29,350)	(29,195)
Profit before financial income and expenses		37,480	57,310
Result from investments in subsidiaries	4	159,395	(36,998)
Financial income	5	78,043	47,208
Financial expenses	6	(136,975)	(24,396)
Profit before tax		137,943	43,124
Tax on profit for the year	7	15,771	(23,626)
Net profit for the year		153,714	19,498

Statements of Balance Sheet as of December 31

In thousands DKK	<u>Notes</u>	<u>2024</u>	<u>2023</u>
Assets			
Completed development projects		10,049	9,800
Trademarks and rights		1,957	2,875
Intangible assets in progress		25,116	17,260
Intangible assets	9	37,122	29,935
Other fixtures and fittings, tools and equipment		34,963	29,024
Leasehold improvements		39,042	36,838
Property, plant and equipment	10	74,005	65,862
Receivables from group enterprises	12	420,446	370,296
Investments in subsidiaries	11	129,089	129,024
Deferred tax assets	13	35,742	–
Deposits	12	3,082	1,911
Fixed asset investments		588,359	501,231
Fixed assets		699,486	597,028
Inventories		4,959	4,556
Receivables from group enterprises		22,239	–
Trade receivables		32,183	19,034
Other receivables		10,417	12,322
Prepayments	14	9,669	10,369
Receivables		74,508	41,725
Cash		1,708	2,758
Currents assets		81,175	49,039
Assets		780,661	646,067

Statements of Balance Sheet as of December 31

In thousands DKK	Notes	2024	2023
Liabilities and equity			
Share capital	15	618	618
Reserve for development costs		27,273	20,951
Reserve for net revaluation under the equity method		(8,691)	10,948
Reserve for hedging transactions		(1,696)	–
Retained earnings		85,839	(61,553)
Equity		<u>103,343</u>	<u>(29,036)</u>
Other provisions	16	19,170	21,296
Provisions		19,170	21,296
Credit institutions	17	310,417	305,757
Deferred income	18	87,030	77,278
Payables to group enterprises	17	125,956	54,952
Other payables	17	4,006	2,383
Lease obligations	17	–	–
Long-term liabilities		<u>527,409</u>	<u>440,370</u>
Provisions	16	1,200	–
Deferred income	18	26,886	17,579
Trade payables		69,235	46,134
Payables to group enterprises	17	–	129,725
Other payables	17	33,418	19,771
Lease obligations	17	–	228
Short-term liabilities		<u>130,739</u>	<u>213,437</u>
Liabilities		<u>677,318</u>	<u>675,103</u>
Liabilities and equity		<u><u>780,661</u></u>	<u><u>646,067</u></u>
Financial situation and capital management	1		
Distribution of profit	8		
Contingent liabilities and other financial obligations	19		
Related parties	20		
Fee to auditors appointed at the general meeting	21		
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Statements of Changes in Equity as of December 31

In thousands DKK	Share capital	Reserve for development costs	Reserve for net revaluation under the equity method	Reserve for hedging transactions	Retained earnings	Total
2023:						
Equity at January 01	618	25,553	236	–	(85,889)	(59,482)
Exchange adjustments, relating to foreign entities	–	–	10,948	–	–	10,948
Transfer to retained earnings	–	–	(236)	–	236	–
Developments costs	–	5,721	–	–	(5,721)	–
Depreciation, amortization and impairment	–	(10,323)	–	–	10,323	–
Net profit	–	–	–	–	19,498	19,498
Equity at December 31	618	20,951	10,948	–	(61,553)	(29,036)
2024:						
Equity at January 01	618	20,951	10,948	–	(61,553)	(29,036)
Exchange adjustments, relating to foreign entities	–	–	(19,639)	–	–	(19,639)
Developments costs	–	14,188	–	–	(14,188)	–
Depreciation, amortization and impairment	–	(7,866)	–	–	7,866	–
Fair value adjustment of derivative instrument	–	–	–	(2,175)	–	(2,175)
Tax of fair value adjustment	–	–	–	479	–	479
Net profit	–	–	–	–	153,714	153,714
Equity at December 31	618	27,273	(8,691)	(1,696)	85,839	103,343

Notes to the Financial Statements

1. Financial situation and capital management

Since 2023, the Company has realized net profits following historical net losses in previous years. Strong operational results in 2024 amounting to 153,714 TDKK resulted in positive equity as at December 31, 2024. Management expects that operational activities in the Company and subsidiaries will continue to yield positive results in the coming years. In addition, the Company can obtain adequate liquidity and financial resources to continue its operations in the foreseeable future through its available loan facility and positive operating results.

Based on the above assessments, the Annual Report is presented under the going concern assumption.

2. Revenue

Revenue consists of retail revenue and franchise revenue as follows:

In thousands DKK	2024	2023
Retail revenue	454,566	434,598
Franchise revenue	49,639	30,269
	504,205	464,867

Retail revenue is solely derived in Denmark. Franchise revenue consists of revenue from the Middle East amounting to 45,505 TDKK (2023: 25,417 TDKK) and other regions amounting to 4,134 TDKK (2023: 4,852 TDKK).

3. Staff expenses

In thousands DKK	2024	2023
Wages and salaries	169,902	139,514
Pensions.....	8,025	5,487
Other social security expenses.....	5,714	4,771
Other staff expenses	4,239	327
	187,880	150,099
Average number of full-time equivalent employees	543	516

To facilitate comparison of information across periods, certain reclassifications have been made to prior period staff expense amounts to conform to the current period's appropriate presentation.

The activities and duties of the Executive Board and the Board of Directors are fulfilled at group level. Therefore, their remuneration is assumed nil for both years.

4. Result from investments in subsidiaries

In thousands DKK	2024	2023
Share in profit (loss) of subsidiaries	162,819	(36,998)
Write-down of investment.....	(3,424)	–
	159,395	(36,998)

Notes to the Financial Statements

5. Financial income

In thousands DKK	<u>2024</u>	<u>2023</u>
Interest received from group enterprises.....	77,937	44,993
Interest received, external.....	106	–
Exchange adjustments, income	–	2,215
	<u>78,043</u>	<u>47,208</u>

6. Financial expenses

In thousands DKK	<u>2024</u>	<u>2023</u>
Write-down of intercompany receivable	85,858	–
Interest expense, external	33,225	17,392
Interest expense, group enterprises.....	10,970	434
Amortization of capitalized borrowing costs.....	4,114	–
Exchange adjustments, expenses.....	1,807	–
Other financial expenses	1,001	6,570
	<u>136,975</u>	<u>24,396</u>

7. Tax on profit (loss) for the year

In thousands DKK	<u>2024</u>	<u>2023</u>
Deferred tax for the year	(35,263)	–
Current tax for the year	15,982	13,040
Adjustments of tax concerning previous years	3,510	10,586
	<u>(15,771)</u>	<u>23,626</u>

8. Distribution of profit

In thousands DKK	<u>2024</u>	<u>2023</u>
Retained earnings	153,714	19,498
	<u>153,714</u>	<u>19,498</u>

9. Intangible assets

In thousands DKK	<u>Completed development project</u>	<u>Trademarks and rights</u>	<u>Intangible assets in progress</u>
2023			
Cost at January 01	53,256	12,031	10,334
Additions.....	409	–	6,926
Cost at December 31	<u>53,665</u>	<u>12,031</u>	<u>17,260</u>
Impairment losses and amortization at January 01.....	(30,814)	(8,178)	–
Amortization.....	<u>(13,051)</u>	<u>(978)</u>	<u>–</u>

Notes to the Financial Statements

Impairment losses and amortization at December 31	(43,865)	(9,156)	–
Carrying amount at December 31	9,800	2,875	17,260
2024			
Cost at January 01	53,665	12,031	17,260
Transfers.....	10,334	–	(10,334)
Additions.....	–	–	18,190
Disposals	–	(905)	–
Cost at December 31	63,999	11,126	25,116
Impairment losses and amortization at January 01	(43,865)	(9,156)	–
Amortization.....	(10,085)	(918)	–
Reversal of amortization on disposals.....	–	905	–
Impairment losses and amortization at December 31	(53,950)	(9,169)	–
Carrying amount at December 31	10,049	1,957	25,116

10. Property, plant and equipment

In thousands DKK	Other fixtures and fittings, tools, and equipment	Leasehold improvements
2023		
Cost at January 01	131,581	45,883
Additions.....	17,281	10,737
Disposals	(694)	(454)
Cost at December 31	148,168	56,166
Impairment losses and depreciation at January 01.....	(109,764)	(14,398)
Depreciation.....	(9,925)	(5,243)
Other adjustments.....	545	313
Impairment losses and amortization at December 31	(119,144)	(19,328)
Carrying amount at December 31	29,024	36,838
2024		
Cost at January 01	148,168	56,166
Additions.....	18,777	16,986
Disposals	(69,869)	(16,398)
Cost at December 31	97,076	56,754
Impairment losses and depreciation at January 01.....	(119,144)	(19,328)
Depreciation.....	(12,009)	(6,337)
Reversal of depreciation on disposals.....	69,040	7,953
Impairment losses and amortization at December 31	(62,113)	(17,712)
Carrying amount at December 31	34,963	39,042

Notes to the Financial Statements

11. Investments in subsidiaries

In thousands DKK	<u>2024</u>	<u>2023</u>
Cost at January 01	497,807	497,807
Additions for the year	–	–
Cost at December 31	497,807	497,807
Value adjustments at January 01	(972,983)	(946,933)
Exchange adjustment	(19,637)	10,948
Net profit (loss) for the year	162,819	(36,998)
Write-down of investment	(3,423)	–
Value adjustments at December 31	(833,224)	(972,983)
Equity investments with negative net asset value set-off against receivables from Group enterprises	464,506	604,199
Carrying amount at December 31	<u>129,089</u>	<u>129,024</u>

Investments in subsidiaries are specified as follows:

<u>Name of entity</u>	<u>Place of registered office</u>	<u>Ownership interest</u>	
		<u>2024</u>	<u>2023</u>
JOE & THE JUICE (Switzerland) AG	Switzerland	100%	100%
JOE & THE JUICE NICE SARL	France	100%	100%
JOE & THE JUICE UK Ltd.	England	100%	100%
JOE & THE JUICE BLEICHENHOF GmbH	Germany	100%	100%
JOE & THE JUICE DE GmbH	Germany	100%	100%
JOE & THE JUICE Finland Oy	Finland	100%	100%
JOE & THE JUICE Netherlands B.V.	Netherlands	100%	100%
JOE & THE JUICE Belgium NV	Belgium	100%	100%
JOE & THE JUICE Norge AS	Norway	100%	100%
JOE & THE JUICE NG AB	Sweden	100%	100%
JOE & THE JUICE Sydney Pty Limited	Australia	100%	100%
JOE & THE JUICE US HOLDINGS INC	USA	100%	100%
JOE & THE JUICE LA LLC	USA	–	100%
JOE & THE JUICE MIAMI LLC	USA	–	100%
JOE & THE JUICE SFO LLC	USA	–	100%
JOE & THE JUICE 1165 Broadway LLC	USA	–	100%
JOE & THE JUICE NEW YORK LLC	USA	100%	100%
JOE & THE JUICE 286 Madison LLC	USA	–	100%
JOE & THE JUICE WTC LLC	USA	–	100%
JJ-PCG MSP VENTURE, LLC	USA	82%	82%
JOE & THE JUICE PITTSBURGH LLC	USA	100%	100%
JOE & THE JUICE MANAGEMENT LLC	USA	–	100%
JOE & THE JUICE CENTRAL STREET LLC	USA	–	100%
JOE & THE JUICE VANCOUVER AIRPORT LIMITED	Canada	100%	100%
NFB Asia Pte. Ltd.	Singapore	100%	100%
JOE & THE JUICE (SHANGHAI) FOOD AND BEVERAGE MANAGEMENT COMPANY LIMITED	China	100%	100%
NFB Asia (Hong Kong) Limited	Hong Kong	100%	100%

Notes to the Financial Statements

In 2024, JOE & THE JUICE 286 Madison LLC has been voluntarily dissolved while JOE & THE JUICE LA LLC, JOE & THE JUICE MIAMI LLC, JOE & THE JUICE SFO LLC, JOE & THE JUICE 1165 Broadway LLC, JOE & THE JUICE WTC LLC, JOE & THE JUICE MANAGEMENT LLC, and JOE & THE JUICE CENTRAL STREET LLC have been merged into JOE & THE JUICE NEW YORK LLC.

JOE & THE JUICE Sydney Pty Limited and NFB Asia Pte. Ltd were dormant as of December 31, 2024.

12. Other fixed asset investments

In thousands DKK	<u>Receivables from group enterprises</u>	<u>Deposits</u>
2023		
Cost at January 01	870,061	1,488
Additions	104,434	423
Cost at December 31	974,495	1,911
Impairment losses at January 01	566,161	–
Adjustment for negative equity values for the year	38,038	–
Impairment losses at December 31	604,199	–
Carrying amount at December 31	<u>370,296</u>	<u>1,911</u>
2024		
Cost at January 01	974,495	1,911
Additions	–	1,171
Write-down	(89,543)	–
Cost at December 31	884,952	3,082
Impairment losses at January 01	604,199	–
Adjustment for negative equity values for the year	(139,693)	–
Impairment losses at December 31	464,506	–
Carrying amount at December 31	<u>420,446</u>	<u>3,082</u>

13. Deferred tax assets

In thousands DKK	<u>2024</u>	<u>2023</u>
Deferred tax at January 01	–	–
Deferred tax previously not recognized	2,021	–
Change in deferred tax for the year	33,721	–
Deferred tax at December 31	<u>35,742</u>	<u>–</u>

14. Prepayments

Prepayments consist of prepaid expenses concerning utilities, insurance premiums and subscriptions.

Notes to the Financial Statements

15. Share capital

In thousands DKK	2024	2023
Analysis of share capital:		
618,490 shares of DKK 1.00 nominal value each.....	618	618
	618	618

16. Other provisions

In thousands DKK	2024	2023
Provision for restoration obligations on leases.....	19,170	18,900
Other provisions.....	1,200	2,396
	20,370	21,296

17. Long-term debt

Payments due within 1 year are recognized in short-term debt. Other debt is recognized in long-term debt. The debt falls due for payment as specified below:

In thousands DKK	2024	2023
Credit institutions:		
Between 1 and 5 years.....	310,417	305,757
Long-term part.....	310,417	305,757
Within 1 year	–	–
	310,417	305,757
Lease obligations:		
Between 1 and 5 years.....	–	–
Long-term part.....	–	–
Within 1 year	–	228
	–	228
Payables to group enterprises:		
Between 1 and 5 years.....	125,956	54,952
Long-term part.....	125,956	54,952
Other short-term debt to group enterprises.....	–	129,725
	125,956	184,677
Other payables:		
Between 1 and 5 years.....	4,006	2,383
Long-term part.....	4,006	2,383
Other short-term payables.....	33,418	19,771
	37,424	22,154

Short term debt to group enterprises relates to the cash pool arrangement, where JOE & THE JUICE A/S is the legal owner.

18. Deferred income

Deferred income consists of payments received in respect of income in subsequent years and is related to franchise arrangements, prepaid loyalty vouchers, and gifts and rewards under the customer loyalty program which constitute material rights.

Notes to the Financial Statements

19. Contingent liabilities and other financial obligations

Charges and security

The following assets have been placed as security with bank and credit institutions:

As of December 21, 2023, upon execution of the new Senior Facilities Agreement, shares in the Company have been pledged as security for all accounts with Skandinaviska Enskilda Banken AB (publ). There were no changes in 2024.

Rental obligations

Total future minimum rental payments amounted to 29,892 TDKK (2023: 30,122 TDKK), which falls due within 1 year. No amount falls due within 2-5 years nor after 5 years for both 2024 and 2023.

Other contingent liabilities

The Company has performance and payment guarantees to third parties, issued on its behalf by its Parent Company.

The Danish group companies are jointly and severally liable for tax on the jointly taxed incomes etc. of JOE & THE JUICE Holding A/S. Moreover, the Danish group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

20. Related parties

Controlling Interest

<u>Name</u>	<u>Basis</u>
General Atlantic JTJ B.V.	Ultimate Controlling Party
JOE & THE JUICE Holding A/S	Ultimate Parent Company in Denmark
JTJ HEARTBEAT A/S	Parent Company

Information regarding the Company's subsidiaries are disclosed in Note 11.

Transactions

Payables and receivables to group entities are recognized in the balance sheet.

As of December 31, 2024 and 2023, the Company had several intercompany transactions with other group entities including net re-invoicing and cost recharges amounting to 152,819 TDKK (2023: 91,481 TDKK), joint income tax amounting to 5,066 TDKK (2023: 27,623 TDKK) as a result of reclassification, intercompany cash pool debt amounting to 22,239 TDKK (2023: 129,725 TDKK), and other adjustments relating to its investments in subsidiaries amounting to 464,506 TDKK (2023: 604,199 TDKK). No other intercompany transactions have occurred other than these. All transactions have been made on an arm's length basis.

Remuneration to Executive Board and Board of Directors is disclosed in Note 3.

Consolidated Financial Statements

The Company is included in the consolidated financial statements of the Ultimate Parent Company JOE & THE JUICE Holding A/S:

<u>Name</u>	<u>Place of registered office</u>
JOE & THE JUICE Holding A/S	Copenhagen, Denmark

Notes to the Financial Statements

21. Fee to auditors appointed at the general meeting

Referring to the Danish Statements Act § 96, sub section 3, information on fees to auditors elected on a general meeting, has been omitted. We refer to the financial statement of JOE & THE JUICE Holding A/S.

22. Subsequent events

The Company has determined that there are no material events which occurred after the reporting date but before the financial statements are authorized for issue.

23. Accounting policies

The Annual Report of JOE & THE JUICE A/S for 2024 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The Financial Statements for 2024 are presented in TDKK.

The accounting policies are unchanged from last year.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of JOE & THE JUICE Holding A/S, the Company has not prepared consolidated financial statements.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of JOE & THE JUICE Holding A/S, the Company has not prepared a cash flow statement.

Recognition and measurement

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

Assets are recognized 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 recognized 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 amortized cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortized cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortization 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.

Notes to the Financial Statements

Leases

Leases in terms of which the Company assumes substantially all the risks and rewards of ownership (finance leases) are recognized in the balance sheet at the lower of the fair value of the leased asset and the net present value of the lease payments computed by applying the interest rate implicit in the lease or an alternative borrowing rate as the discount rate. Assets acquired under finance leases are depreciated and written down for impairment under the same policy as determined for the other fixed assets of the Company. The remaining lease obligation is capitalized and recognized in the balance sheet under debt, and the interest element on the lease payments is charged over the lease term to the income statement.

All other leases are considered operating leases. Payments made under operating leases are recognized in the income statement on a straight-line basis over the lease term. The company's total obligation relating to operating leases is disclosed in contingencies.

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognized in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognized in financial income and expenses in the income statement; however, see the section on hedge accounting.

Income statements of foreign subsidiaries and associates that are separate legal entities are translated at transaction date rates or approximated average exchange rates. Balance sheet items are translated at the exchange rates at the balance sheet date. Exchange adjustments arising on the translation of the opening equity and exchange adjustments arising from the translation of the income statements at the exchange rates at the balance sheet date are recognized directly in equity.

Hedge accounting

Derivative financial instrument is recognized in the statements of balance sheet when, and only when, the Company becomes a party to the contractual provisions of the instrument. At initial recognition, derivative financial instrument is designated and measured as financial liability (asset) at fair value through profit or loss. Subsequently, it is measured at fair value following hedge accounting requirements.

The hedging reserve includes the cash flow hedge reserve and is used to recognize the effective portion of gains or losses on a derivative that is designated and qualify as a cash flow hedge. Amount is subsequently either transferred to the initial cost of the hedged non-financial item or reclassified to the income statements, as appropriate depending on effectiveness of the hedging strategy.

Income Statement

Revenue

Revenue consists of retail revenue and franchise revenue.

Retail revenue comprises the gross sales price less value-added tax and discounts. All revenue within this category is recognized at a point in time and is recognized when payment is tendered at the point of sale, net of discounts.

Franchise revenue is generated from franchise agreements which typically comprise a bundle of services including a franchise right, access to software and support and IT applications. When entering such arrangements, the Company identifies the performance obligations included in the contract and allocates consideration to each of them and recognizes revenue at fulfillment of the respective performance obligations over the term of the arrangement.

Notes to the Financial Statements

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortization, depreciation and impairment losses

Amortization, depreciation and impairment losses comprise amortization, depreciation and impairment of intangible assets and property, plant and equipment.

Result from investments in subsidiaries

The result "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognized in the income statement at the amounts relating to the financial year, including interest expenses to banks, loan expenses, lease liabilities, fair value adjustments of derivatives and gains/losses on foreign currency.

Tax on profit for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognized in the income statement, whereas the tax attributable to equity transactions is recognized directly in equity.

The Company is jointly taxed with Danish group companies. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Intangible assets

Trademarks and rights comprise key money paid related to rented premises. Key money is measured at the lower of cost less accumulated amortization and recoverable amount. Key money is amortized over the remaining rent period which in average is 10 years.

Development projects are measured at the lower of cost less accumulated amortization and recoverable amount. Development projects are amortized on a straight-line basis over its useful life, which is assessed at 5 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognized in cost over the period of construction.

Notes to the Financial Statements

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Leasehold improvements.....	10 years or the lease term, if shorter
Other fixtures and fittings, tools and equipment.....	3 years

The fixed assets' scrap values are determined at nil. The depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortization and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are recognized and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealized intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Other statutory reserve" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognized at nil. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognized in provisions.

Other fixed asset investments

Other fixed asset investments consist of deposits and receivables from group enterprises.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realizable value.

The net realizable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realizable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale equals landed cost.

The cost of finished goods comprises the cost of raw materials, consumables and direct labor.

Receivables

Receivables are measured in the balance sheet at the lower of amortized cost and net realizable value, which corresponds to nominal value less provisions for bad debts.

Notes to the Financial Statements

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums and subscriptions etc.

Provisions

Provisions are recognized when - in consequence of an event occurred before or on the balance sheet date, the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realized, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallize as current tax. Any changes in deferred tax due to changes to tax rates are recognized in the income statement or in equity if the deferred tax relates to items recognized in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognized in the balance sheet, as part of receivables from group enterprises or payables to group enterprises, as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account.

Financial liabilities

Loans are recognized initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortized cost; the difference between the proceeds and the nominal value is recognized as an interest expense in the income statement over the loan period.

Other liabilities are measured at amortized cost, substantially corresponding to nominal value.

Deferred income

Deferred income comprises payments received in respect of income in subsequent years.

Financial ratios

Explanation of financial ratios:

Gross margin	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
EBITDA margin	$\frac{\text{EBITDA} \times 100}{\text{Revenue}}$
Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$