

# **California BidCo A/S**

**C/O Baum Und Pferdgarten A/S  
Amaliegade 15, 1256 København K**

**Company reg. no. 40 74 83 85**

## **Annual report**

**1 January - 31 December 2024**

The annual report was submitted and approved by the general meeting on the 4 March 2025.

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**Sarah Høj**  
Chairman of the meeting

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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 %.

## **Management's statement**

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Today, the Board of Directors and the Managing Director have approved the annual report of California BidCo A/S for the financial year 1 January - 31 December 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.

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

Copenhagen, 4 March 2025

### **Managing Director**

Teis Werring Bruun

### **Board of directors**

Jens Christian Buhl

Chairman

Teis Werring Bruun

Charlotte Katarina Christina  
Möller

Morwenna Lilian White

## **Independent auditor's report**

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### **To the Shareholder of California BidCo A/S**

#### **Opinion**

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.

We have audited the financial statements of California BidCo A/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 ("the Financial Statements").

#### **Basis for conclusion**

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.

#### **Management's Responsibilities for the Financial Statements**

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial 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.

## **Independent auditor's report**

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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.
- 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.

## **Independent auditor's report**

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Hellerup, 4 March 2025

### **PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab  
Company reg. no. 33 77 12 31

**Henrik Kyhnav**

State Authorised Public Accountant  
mne40028

**Pawel Christof Michalak**

State Authorised Public Accountant  
mne48479

## Company information

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### **The company**

California BidCo A/S  
C/O Baum Und Pferdgarten A/S  
Amaliegade 15  
1256 København K

Company reg. no. 40 74 83 85  
Established: 30 August 2019  
Domicile: Copenhagen  
Financial year: 1 January - 31 December

### **Board of directors**

Jens Christian Buhl, Chairman  
Teis Werring Bruun  
Charlotte Katarina Christina Möller  
Morwenna Lilian White

### **Managing Director**

Teis Werring Bruun

### **Auditors**

PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
2900 Hellerup

## **Income statement 1 January - 31 December**

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All amounts in DKK.

<u>Note</u>	<u>2024</u>	<u>2023</u>
<b>Gross loss</b>	<b>-8.915</b>	<b>-12.502</b>
Income from investments in group enterprises	3.000.000	45.000.000
3 Other financial expenses	<u>-2.982.709</u>	<u>-4.797.282</u>
<b>Pre-tax net profit or loss</b>	<b>8.376</b>	<b>40.190.216</b>
4 Tax on net profit or loss for the year	<u>615.487</u>	<u>908.910</u>
<b>Net profit or loss for the year</b>	<b><u>623.863</u></b>	<b><u>41.099.126</u></b>
<b>Proposed distribution of net profit:</b>		
Transferred to retained earnings	<u>623.863</u>	<u>41.099.126</u>
<b>Total allocations and transfers</b>	<b><u>623.863</u></b>	<b><u>41.099.126</u></b>

## Balance sheet at 31 December

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All amounts in DKK.

<b>Assets</b>		
<u>Note</u>	<u>2024</u>	<u>2023</u>
<b>Non-current assets</b>		
Investments in group enterprises	261.963.024	261.963.024
Total investments	261.963.024	261.963.024
<b>Total non-current assets</b>	<b>261.963.024</b>	<b>261.963.024</b>
<b>Current assets</b>		
Tax receivables from group enterprises	615.487	935.787
Total receivables	615.487	935.787
Cash and cash equivalents	156	191
<b>Total current assets</b>	<b>615.643</b>	<b>935.978</b>
<b>Total assets</b>	<b>262.578.667</b>	<b>262.899.002</b>

## Balance sheet at 31 December

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All amounts in DKK.

<u>Note</u>	<u>2024</u>	<u>2023</u>
<b>Equity and liabilities</b>		
<b>Equity</b>		
Contributed capital	600.000	600.000
Share premium	90.006.345	90.006.345
Retained earnings	65.345.098	64.721.234
<b>Total equity</b>	<b><u>155.951.443</u></b>	<b><u>155.327.579</u></b>
<b>Liabilities</b>		
Bank loans	0	5.824.184
Trade payables	8.375	12.501
Payables to group enterprises	<u>106.618.849</u>	<u>101.734.738</u>
Total short term liabilities	<u>106.627.224</u>	<u>107.571.423</u>
<b>Total liabilities</b>	<b><u>106.627.224</u></b>	<b><u>107.571.423</u></b>
<b>Total equity and liabilities</b>	<b><u>262.578.667</u></b>	<b><u>262.899.002</u></b>

**1 The significant activities of the enterprise**

**5 Contingencies**

## Statement of changes in equity

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All amounts in DKK.

	<u>Contributed capital</u>	<u>Share premium</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 January 2024	600.000	90.006.345	64.721.235	155.327.580
Retained earnings for the year	0	0	623.863	623.863
	<b>600.000</b>	<b>90.006.345</b>	<b>65.345.098</b>	<b>155.951.443</b>

## Notes

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All amounts in DKK.

### 1. The significant activities of the enterprise

The purpose of the company is to invest in companies that aim to design, sell and market clothing and accessories as well as related business.

	<u>2024</u>	<u>2023</u>
<b>2. Average number of employees</b>		
Average number of employees	<u>0</u>	<u>0</u>
<b>3. Other financial expenses</b>		
Financial costs, group enterprises	2.860.050	4.162.555
Other financial costs	<u>122.659</u>	<u>634.727</u>
	<b><u>2.982.709</u></b>	<b><u>4.797.282</u></b>
<b>4. Tax on net profit or loss for the year</b>		
Adjustment of deferred tax for the year	-615.487	-935.787
Adjustment of tax for previous years	<u>0</u>	<u>26.877</u>
	<b><u>-615.487</u></b>	<b><u>-908.910</u></b>

### 5. Contingencies

#### Contingent liabilities

The following assets have been placed as security with bankers:

Pledge in shares in Baum und Pferdgarten A/S with a nominal value of DKK 500,000.

#### Joint taxation

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of Baum und Pferdgarten A/S, which is the management company of the joint taxation purposes. Moreover, the 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.

## **Accounting policies**

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The annual report for California BidCo A/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.

No consolidated financial statements have been prepared pursuant to section 112 (1) of the Danish Financial Statements Act. The financial statements of California BidCo A/S and its group enterprises are included in the consolidated financial statements for California Holdco A/S, CVR nr. 40748326.

### **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 external costs.

Other external expenses comprise expenses incurred for administration.

## **Accounting policies**

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### **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, as well as surcharges and reimbursements under the advance tax scheme, etc.

### **Results from investments in group enterprises**

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.

### **Tax on net profit or loss for the year**

Tax for the year comprises the current income tax for the year and changes in deferred tax and is recognised in the income statement with the share attributable to the net profit or loss for the year and directly in equity with the share attributable to entries directly in equity.

The company is subject to Danish rules on compulsory joint taxation of Danish group enterprises.

The current Danish income tax is allocated among the jointly taxed companies proportional to their respective taxable income (full allocation with reimbursement of tax losses).

## **Statement of financial position**

### **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.

### **Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank.

### **Equity**

#### **Share premium**

Share premium comprises premium payments made in connection with the issue of shares. Costs incurred for carrying through an issue are deducted from the premium.

The premium reserve can be used for dividend, for issuing bonus shares, and for covering losses.

## Accounting policies

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### **Income tax and deferred tax**

Current tax liabilities and current tax receivable are recognised in the statement of financial position as calculated tax on the taxable income for the year, adjusted for tax of previous years' taxable income and for tax paid on account.

The company is jointly taxed with consolidated Danish companies. The current corporate income tax is distributed between the jointly taxed companies in proportion to their taxable income and with full distribution with reimbursement as to tax losses. The jointly taxed companies are comprised by the Danish tax prepayment scheme.

According to the rules of joint taxation, California BidCo A/S is unlimitedly, jointly, and severally liable to pay the Danish tax authorities the total income tax, including withholding tax on interest, royalties, and dividends, arising from the jointly taxed group of companies.

Deferred tax is measured on the basis of temporary differences in assets and liabilities with a focus on the statement of financial position. Deferred tax is measured at net realisable value.

Adjustments take place in relation to deferred tax concerning elimination of unrealised intercompany gains and losses.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation prevailing in the respective countries on the reporting date when the deferred tax is expected to be released as current tax. Changes in deferred tax due to changed tax rates are recognised in the income statement, except for items included directly in the equity.

Deferred tax assets, including the tax value of tax losses allowed for carryforward, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit. Any deferred net tax assets are measured at net realisable value.

### **Liabilities other than provisions**

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

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