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# *Navi Merchants Partners ApS*

Klubiensvej 22, DK-2150 Nordhavn

## Annual Report for 2024

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CVR No. 44 13 93 67

The Annual Report was  
presented and adopted  
at the Annual General  
Meeting of the  
company  
on 1/4 2025

Simon Christensen  
Chairman of the  
general meeting



# Contents

	<u>Page</u>
<b>Management's Statement and Auditor's Report</b>	
Management's Statement	1
Independent Auditor's Report	2
<b>Company information</b>	
Company information	4
<b>Financial Statements</b>	
Income Statement 1 January - 31 December	5
Balance sheet 31 December	6
Statement of changes in equity	8
Notes to the Financial Statements	9

# Management's statement

The Executive Board has today considered and adopted the Annual Report of Navi Merchants Partners ApS for the financial year 1 January - 31 December 2024.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In my opinion the Financial Statements give a true and fair view of the financial position at 31 December 2024 of the Company and of the results of the Company operations for 2024.

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

Nordhavn, 1 April 2025

**Executive Board**

Simon Christensen  
Executive officer

# Independent Auditor's report

To the shareholders of Navi Merchants Partners ApS

## 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 Navi Merchants Partners ApS for the financial year 1 January - 31 December 2024, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

## 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.

## 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.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

# Independent Auditor's report

- 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.
- Plan and perform the audit 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.

Hellerup, 1 April 2025

**PricewaterhouseCoopers**

Statsautoriseret Revisionspartnerselskab

*CVR No 33 77 12 31*

Ulrik Ræbild

State Authorised Public Accountant

mne33262

Oliver Svane

State Authorised Public Accountant

mne49837

## Company information

### The Company

Navi Merchants Partners ApS  
Klubiensvej 22  
DK-2150 Nordhavn

CVR No: 44 13 93 67

Financial period: 1 January - 31 December

Incorporated: 23 June 2023

Financial year: 2nd financial year

Municipality of reg. office: Copenhagen

### Executive Board

Simon Christensen

### Auditors

PricewaterhouseCoopers  
Statsautoriseret Revisionspartnerselskab  
Strandvejen 44  
DK-2900 Hellerup

## Income statement 1 January - 31 December

	Note	2024	2023
		EUR 12 months	EUR 6 months
<b>Gross loss</b>		<b>-2,647</b>	<b>-3,447</b>
Income from investments in participating interests		-82,088	323,171
Financial income		52	1,028
Financial expenses	3	-10	0
<b>Profit/loss before tax</b>		<b>-84,693</b>	<b>320,752</b>
Tax on profit/loss for the year	4	573	532
<b>Net profit/loss for the year</b>		<b>-84,120</b>	<b>321,284</b>

### Distribution of profit

	2024	2023
	EUR	EUR
<b>Proposed distribution of profit</b>		
Reserve for net revaluation under the equity method	-82,088	323,171
Retained earnings	-2,032	-1,887
	<b>-84,120</b>	<b>321,284</b>

## Balance sheet 31 December

### Assets

	Note	2024	2023
		EUR	EUR
Investments in participating interests	5	3,122,746	2,903,488
<b>Fixed asset investments</b>		<b>3,122,746</b>	<b>2,903,488</b>
<b>Fixed assets</b>		<b>3,122,746</b>	<b>2,903,488</b>
Deferred tax asset	6	691	282
Corporation tax receivable from group enterprises		414	250
<b>Receivables</b>		<b>1,105</b>	<b>532</b>
<b>Cash at bank and in hand</b>		<b>3,024</b>	<b>66</b>
<b>Current assets</b>		<b>4,129</b>	<b>598</b>
<b>Assets</b>		<b>3,126,875</b>	<b>2,904,086</b>

## Balance sheet 31 December

### Liabilities and equity

	Note	2024	2023
		EUR	EUR
Share capital		6,040	6,040
Reserve for net revaluation under the equity method		480,492	261,234
Retained earnings		2,632,295	2,634,327
<b>Equity</b>		<b>3,118,827</b>	<b>2,901,601</b>
Payables to group enterprises		6,033	0
<b>Long-term debt</b>	7	<b>6,033</b>	<b>0</b>
Trade payables		2,015	2,015
Payables to group enterprises	7	0	470
<b>Short-term debt</b>		<b>2,015</b>	<b>2,485</b>
<b>Debt</b>		<b>8,048</b>	<b>2,485</b>
<b>Liabilities and equity</b>		<b>3,126,875</b>	<b>2,904,086</b>
Key activities	1		
Staff	2		
Contingent assets, liabilities and other financial obligations	8		
Related parties	9		
Accounting Policies	10		

## Statement of changes in equity

	Share capital	Reserve for net revaluation under the equity method	Retained earnings	Total
	EUR	EUR	EUR	EUR
Equity at 1 January	6,040	261,234	2,634,327	2,901,601
Exchange adjustments relating to foreign entities	0	67,130	0	67,130
Fair value adjustment of hedging instruments, end of year	0	234,216	0	234,216
Net profit/loss for the year	0	-82,088	-2,032	-84,120
<b>Equity at 31 December</b>	<b>6,040</b>	<b>480,492</b>	<b>2,632,295</b>	<b>3,118,827</b>

# Notes to the Financial Statements

## 1. Key activities

The company's activities mainly consist of acting as a holding company, to carry out investment and asset management, as well as other related activities.

## 2. Staff

Average number of employees

	2024	2023
	1	1

The company's employees consist only of the company's Executive Board, who do not receive remuneration.

## 3. Financial expenses

Interest paid to group enterprises

	2024	2023
	EUR 12 months	EUR 6 months
	10	0
	<b>10</b>	<b>0</b>

## 4. Income tax expense

Current tax for the year  
Deferred tax for the year

	2024	2023
	EUR 12 months	EUR 6 months
	-164	-250
	-409	-282
	<b>-573</b>	<b>-532</b>

## Notes to the Financial Statements

	2024	2023
	EUR	EUR
<b>5. Investments in participating interests</b>		
Cost at 1 January	2,642,254	0
Additions for the year	0	2,642,254
Cost at 31 December	<u>2,642,254</u>	<u>2,642,254</u>
Value adjustments at 1 January	261,234	0
Exchange adjustment	67,130	-24,225
Net profit/loss for the year	145,618	550,877
Fair value adjustment of hedging instruments for the year	234,216	-37,712
Amortisation of goodwill	-227,706	-227,706
Value adjustments at 31 December	<u>480,492</u>	<u>261,234</u>
<b>Carrying amount at 31 December</b>	<b><u>3,122,746</u></b>	<b><u>2,903,488</u></b>
Positive differences arising on initial measurement of participating interests at net asset value	<u>1,138,529</u>	<u>1,138,529</u>
Remaining positive difference included in the above carrying amount at	<u>683,117</u>	<u>910,823</u>

Investments in participating interests are specified as follows:

Name	Place of registered office	Share capital	Ownership
Navi Merchants A/S	Copenhagen	TDKK 5,000	15%

	2024	2023
	EUR	EUR
<b>6. Deferred tax asset</b>		
Deferred tax asset at 1 January	282	0
Amounts recognised in the income statement for the year	409	282
Deferred tax asset at 31 December	<u>691</u>	<u>282</u>

The recognised tax asset primarily comprises of tax losses carried forward. In the years ahead, the Company or the group of jointly taxed enterprises expect to realise the recognised deferred tax asset; on that basis, the asset has been recognised at 31 December 2024.

# Notes to the Financial Statements

	<u>2024</u>	<u>2023</u>
	EUR	EUR
<b>7. Long-term debt</b>		
Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.		
The debt falls due for payment as specified below:		
<b>Payables to group enterprises</b>		
After 5 years	0	0
Between 1 and 5 years	6,033	0
Long-term part	6,033	0
Other short-term debt to group enterprises	0	470
	<u>6,033</u>	<u>470</u>

## 8. Contingent assets, liabilities and other financial obligations

### Other contingent liabilities

The Danish 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 CM Holding A/S, which is the management company of the joint taxation purposes. 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.

In addition, the company has no collateral or contingent liabilities as per. December 31, 2024.

## 9. Related parties and disclosure of consolidated financial statements

### Consolidated Financial Statements

The Company is included in the Group Annual Report of the Parent Company:

<u>Name</u>	<u>Place of registered office</u>
CM Holding A/S	Klubiensvej 22, 2150 Nordhavn

# Notes to the Financial Statements

## 10. Accounting policies

The Annual Report of Navi Merchants Partners ApS for 2024 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2024 are presented in EUR.

### Recognition and measurement

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

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

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

### Translation policies

Eur 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. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

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 recognised in financial income and expenses in the income statement.

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 recognised directly in equity.

## Income statement

### Other external expenses

Other external expenses comprise expenses for administrative expenses.

### Gross loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss comprises of other external expenses.

### Income from investments in participating interests

The item "Income from investments in participating interests" in the income statement includes the proportionate share of the profit for the year.

# Notes to the Financial Statements

## Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

## Tax on profit/loss 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 recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with CM Holding A/S. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

## Balance sheet

### Investments in participating interests

Investments in participating interests are recognised and measured under the equity method.

The item “Investments in participating interests” 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 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 participating interests is transferred upon distribution of profit to “Reserve for net revaluation under the equity method” under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the participating interests.

Participating interests with a negative net asset value are recognised at EUR 0. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

### Receivables

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

### 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, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, 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 crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

### Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

# Notes to the Financial Statements

## Financial liabilities

Debts are measured at amortised cost, substantially corresponding to nominal value.