

Hard Rock Cafe (Denmark)

A/S

Vestergade 37, 4. tv.

DK-1456 Copenhagen K

Central Business Registration No

17915371

Annual report 2019

The Annual General Meeting adopted the annual report on 02.07.2020

Chairman of the General Meeting

Name: David Stuart Pellow

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Entity details

Entity

Hard Rock Cafe (Denmark) A/S
Vestergade 37, 4. tv.
DK-1456 Copenhagen K

Central Business Registration No: 17915371
Registered in: Copenhagen
Financial year: 01.01.2019 - 31.12.2019

Board of Directors

John Robert Eder, Chairman
Brian Learned Alexander
David Stuart Pellow

Executive Board

David Stuart Pellow, Director

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
P.O Box 1600
0900 Copenhagen C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Hard Rock Cafe (Denmark) A/S for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented 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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 02.07.2020

Executive Board

David Stuart Pellow
Director

Board of Directors

John Robert Eder
Chairman

Brian Learned Alexander

David Stuart Pellow

Independent auditor's report

To the shareholders of Hard Rock Cafe (Denmark) A/S

Opinion

We have audited the financial statements of Hard Rock Cafe (Denmark) A/S for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, 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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 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 of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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:

Independent auditor's report

- 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 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.

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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary 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 commentary provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Copenhagen, 02.07.2020

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556

Søren Strandby

State Authorised Public Accountant

Identification number (MNE) mne24684

Management commentary

Primary activities

As in prior periods, the Company's primary activity is to run a restaurant in Copenhagen in accordance with the worldwide Hard Rock Café concept as well as sale of merchandise with the Hard Rock Café logo.

Development in activities and finances

Revenue amounts to DKK 49,927 thousand in 2019. Loss before tax has decreased to DKK (10,151) in 2019 thousand from DKK (10,452) thousand in 2018.

The Company's equity is lost at 31th of December 2019 but will be reestablished either by a cash capital increase or a debt conversion in 2020.

Uncertainty relating to recognition and measurement

The exchange rate movements between Danish kroner and US dollars will affect the results of Hard Rock Café (Denmark) A/S.

Hard Rock Café (Denmark) A/S is not materially exposed to other financial, currency or credit risks.

Events after the balance sheet date

The COVID-19 outbreak, is expected to have a significant negative impact of our short to midterm revenues and financial results. As a consequence of this, management has implemented cash savings initiatives that has reduced cost base significantly, including discharge of hourly paid workers while the restaurant was forced to close due to restrictions from the Danish Government.

Management has been in dialog with our owners regarding the expected financial impact COVID-19 will have on our business, and have received a letter of financial support covering the next 12 months from our owners, Seminole Hard Rock UK Limited. Management assess that this will ensure going concern.

No other events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2019

	<u>Notes</u>	<u>2019 DKK</u>	<u>2018 DKK</u>
Revenue		49.927.980	41.692.523
Costs of raw materials and consumables		(12.327.304)	(10.351.637)
Other external expenses		<u>(17.946.271)</u>	<u>(16.054.674)</u>
Gross profit/loss		19.654.405	15.286.212
Staff costs	2	(24.873.567)	(21.005.785)
Depreciation, amortisation and impairment losses		<u>(4.367.119)</u>	<u>(4.405.930)</u>
Operating profit/loss		(9.586.281)	(10.125.503)
Other financial income		0	118.694
Other financial expenses		<u>(564.606)</u>	<u>(444.936)</u>
Profit/loss before tax		(10.150.887)	(10.451.745)
Tax on profit/loss for the year		<u>0</u>	<u>0</u>
Profit/loss for the year		(10.150.887)	(10.451.745)
Proposed distribution of profit/loss			
Retained earnings		<u>(10.150.887)</u>	<u>(10.451.745)</u>
		(10.150.887)	(10.451.745)

Balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK</u>	<u>2018 DKK</u>
Other fixtures and fittings, tools and equipment		2.631.881	4.755.515
Leasehold improvements		<u>12.896.457</u>	<u>14.598.808</u>
Property, plant and equipment	3	<u>15.528.338</u>	<u>19.354.323</u>
Fixed assets		<u>15.528.338</u>	<u>19.354.323</u>
Raw materials and consumables		356.641	344.172
Manufactured goods and goods for resale		<u>482.790</u>	<u>521.692</u>
Inventories		<u>839.431</u>	<u>865.864</u>
Trade receivables		1.401.492	1.369.165
Other receivables		17.443	75.439
Income tax receivable		0	116.000
Prepayments		<u>125.105</u>	<u>110.089</u>
Receivables		<u>1.544.040</u>	<u>1.670.693</u>
Cash		<u>8.439.929</u>	<u>6.107.825</u>
Current assets		<u>10.823.400</u>	<u>8.644.382</u>
Assets		<u>26.351.738</u>	<u>27.998.705</u>

Balance sheet at 31.12.2019

	<u>Notes</u>	<u>2019 DKK</u>	<u>2018 DKK</u>
Contributed capital		1.500.000	1.500.000
Retained earnings		(16.435.734)	(6.284.847)
Equity		<u>(14.935.734)</u>	<u>(4.784.847)</u>
Trade payables		141.488	355.786
Payables to group enterprises		24.098.666	15.446.641
Other payables		4.605.305	3.280.865
Deferred income	4	<u>12.442.013</u>	<u>13.700.260</u>
Current liabilities other than provisions		<u>41.287.472</u>	<u>32.783.552</u>
Liabilities other than provisions		<u>41.287.472</u>	<u>32.783.552</u>
Equity and liabilities		<u>26.351.738</u>	<u>27.998.705</u>
Going concern	1		
Unrecognised rental and lease commitments	5		
Group relations	6		

Statement of changes in equity for 2019

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1.500.000	(6.284.847)	(4.784.847)
Profit/loss for the year	0	(10.150.887)	(10.150.887)
Equity end of year	1.500.000	(16.435.734)	(14.935.734)

Notes

1. Going concern

Due to the COVID-19 outbreak, is expected that the short and midterm revenue and financial results will be impacted significantly in a negative way. Furthermore, the Company's equity as of 31. December 2019 is negative.

Management has been in dialog with their owners regarding the expected financial impact COVID-19 will have on our business, and have received a letter of financially support covering the next 12 months from the parent company, Seminole Hard Rock UK Limited. Management assess that this will ensure going concern.

	2019	2018
	DKK	DKK
2. Staff costs		
Wages and salaries	23.090.399	19.553.141
Pension costs	1.229.294	1.053.101
Other social security costs	553.874	399.543
	24.873.567	21.005.785
Average number of employees	60	52
	Other	Leasehold
	fixtures and	improve-
	fittings,	ments
	tools and	DKK
	equipment	DKK
	DKK	DKK
3. Property, plant and equipment		
Cost beginning of year	15.417.316	21.411.673
Additions	414.694	126.440
Cost end of year	15.832.010	21.538.113
Depreciation and impairment losses beginning of the year	(10.661.801)	(6.812.865)
Depreciation for the year	(2.538.328)	(1.828.791)
Depreciation and impairment losses end of the year	(13.200.129)	(8.641.656)
Carrying amount end of year	2.631.881	12.896.457

4. Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Notes

	2019	2018
	DKK	DKK
5. Unrecognised rental and lease commitments		
Hereof liabilities under rental or lease agreements until maturity in total	87.178.000	93.106.000

6. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Seminole Hard Rock International, LLC, 1 Seminole Way, Fort Lauderdale, Florida, FL 33314, USA

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

Accounting policies

Other external expenses

Other external expenses comprise expenses for sale, marketing, administration, premises, bad debts, etc.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income and net capital gain on transactions in foreign currencies etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on payables and foreign currency transactions as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Property, plant and equipment

Other fixtures and fittings, tools and equipment as well as leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-7 years
Leasehold improvements	5-20 years

Property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Accounting policies

Gains and losses on current replacement of property, plant and equipment are recognised in "Amortisation, depreciation and impairment losses".

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value. The net realisable value of inventories is calculated as the total of future sales income expected to be generated by inventories at the balance sheet date in the process of normal operations and determined in consideration of marketability, obsolescence and development in the estimated selling prices less costs incurred to execute sale.

Cost of goods for resale, raw material and consumables consist of purchase price plus delivery.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.

Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.