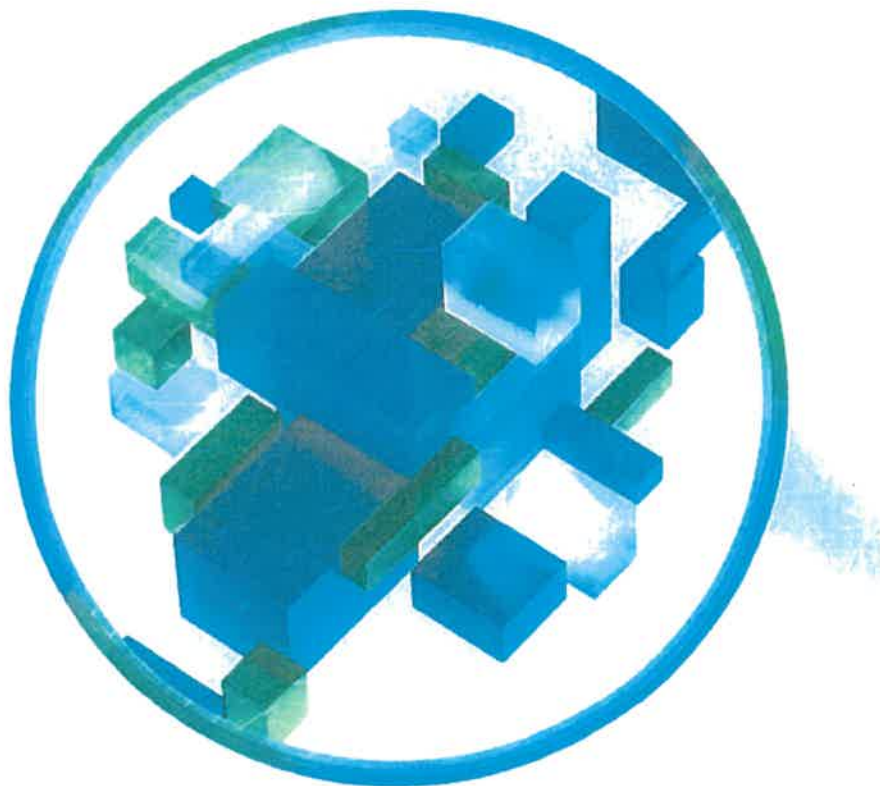


Deloitte.



Hard Rock Café (Denmark) A/S

Vestergade 37, 4. tv
1456 København K
CVR No. 17915371

Annual report 2023

The Annual General Meeting adopted the annual report on 02.07.2024

Jon Stephen Lucas
Chairman of the General Meeting

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Entity details

Entity

Hard Rock Café (Denmark) A/S
Vestergade 37, 4. tv
1456 København K

Business Registration No.: 17915371
Registered office: København
Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Paulo José Ferreira Rodrigues
Jon Stephen Lucas
Anibal Fernandez Lorden

Executive Board

Anibal Fernandez Lorden

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Hard Rock Café (Denmark) A/S for the financial year 01.01.2023 - 31.12.2023.

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 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023.

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, 02.07.2024

Executive Board

Anibal Fernandez Lorden

Board of Directors



Paulo José Ferreira Rodrigues



Jon Stephen Lucas



Anibal Fernandez Lorden

Independent auditor's report

To the shareholder of Hard Rock Café (Denmark) A/S

Opinion

We have audited the financial statements of Hard Rock Café (Denmark) A/S for the financial year 01.01.2023 - 31.12.2023, 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 31.12.2023 and of the results of its operations for the financial year 01.01.2023 - 31.12.2023 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 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 by relevant law and regulations.

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 in the relevant law and regulations. We did not identify any material misstatement of the management commentary.

Copenhagen, 02.07.2024

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556



Flemming Larsen

State Authorised Public Accountant

Identification No (MNE) mne27790

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.

Revenue amounts to DKK 41,743 thousand in 2023. Loss before tax has increased with DKK 7,093 thousand from DKK (9,722) thousand in 2022 to DKK (16,815) thousand in 2023.

In 2024 management has performed an impairment test of property, plant and equipment. Based on this an impairment loss of DKK (7,311) thousand DKK has been recognized.

The Company's equity is lost at 31st of December 2023 but will be reestablished either by a cash capital increase or a debt conversion. Management 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.

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.

Outlook

Management anticipates an improved result for 2024.

Events after the balance sheet date

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

Income statement for 2023

	Notes	2023 DKK	2022 DKK
Revenue		41,742,948	39,539,472
Other operating income		555,887	547,914
Costs of raw materials and consumables		(10,752,769)	(9,477,180)
Other external expenses		(17,853,039)	(15,958,823)
Gross profit/loss		13,693,027	14,651,383
Staff costs	2	(22,728,467)	(18,723,158)
Depreciation, amortisation and impairment losses		(8,751,759)	(1,761,745)
Other operating expenses		(181,238)	0
Operating profit/loss		(17,968,437)	(5,833,520)
Other financial income		1,726,038	57,377
Other financial expenses	3	(572,353)	(3,946,222)
Profit/loss for the year		(16,814,752)	(9,722,365)
Proposed distribution of profit and loss:			
Retained earnings		(16,814,752)	(9,722,365)
Proposed distribution of profit and loss		(16,814,752)	(9,722,365)

Balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Other fixtures and fittings, tools and equipment		0	555,840
Leasehold improvements		0	8,195,920
Property, plant and equipment	4	0	8,751,760
Fixed assets		0	8,751,760
Raw materials and consumables		407,141	456,871
Manufactured goods and goods for resale		644,232	522,335
Inventories		1,051,373	979,206
Trade receivables		253,590	331,608
Other receivables		772,675	850,436
Prepayments		2,723,210	2,534,024
Receivables		3,749,475	3,716,068
Cash		4,062,025	8,192,302
Current assets		8,862,873	12,887,576
Assets		8,862,873	21,639,336

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		1,500,000	1,500,000
Retained earnings		(73,031,628)	(56,216,876)
Equity		(71,531,628)	(54,716,876)
Trade payables		514,428	2,385,857
Payables to group enterprises		69,725,810	62,458,743
Other payables		2,708,093	2,765,082
Deferred income		7,446,170	8,746,530
Current liabilities other than provisions		80,394,501	76,356,212
Liabilities other than provisions		80,394,501	76,356,212
Equity and liabilities		8,862,873	21,639,336
Going concern	1		
Unrecognised rental and lease commitments	5		
Group relations	6		

Statement of changes in equity for 2023

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	1,500,000	(56,216,876)	(54,716,876)
Profit/loss for the year	0	(16,814,752)	(16,814,752)
Equity end of year	1,500,000	(73,031,628)	(71,531,628)

Notes

1 Going concern

The company's management has chosen to present the financial statements on the assumption of continued operations. The management assesses that the company through cash capital increases or debt conversion will be able to re-establish the share capital within the coming years.

The company has received a statement of support from the company's legal owner stating that the necessary liquidity for the coming year has been secured.

2 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	20,947,073	17,543,242
Pension costs	1,463,226	855,263
Other social security costs	318,168	324,653
	22,728,467	18,723,158
Average number of full-time employees	48	39

3 Other financial expenses

	2023	2022
	DKK	DKK
Financial expenses from group enterprises	572,353	465,764
Exchange rate adjustments	0	3,446,941
Other financial expenses	0	33,517
	572,353	3,946,222

4 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	16,314,106	21,948,460
Disposals	(15,467,529)	(4,384,072)
Cost end of year	846,577	17,564,388
Depreciation and impairment losses beginning of year	(15,758,266)	(13,752,540)
Impairment losses for the year	(431,227)	(6,879,852)
Depreciation for the year	(124,613)	(1,316,068)
Reversal regarding disposals	15,467,529	4,384,072
Depreciation and impairment losses end of year	(846,577)	(17,564,388)
Carrying amount end of year	0	0

5 Unrecognised rental and lease commitments

	2023 DKK	2022 DKK
Liabilities under rental or lease agreements until maturity in total	73,335,949	84,795,247

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 a few 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.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities.

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.

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 operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities.

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.

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:

	Useful life
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.

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.

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.