BonBon-Land A/S

Gartnervej 2 Holme-Olstrup 4684 Holmegaard

CVR no. 18 93 61 35

Annual report for the period 1 January to 31 December 2019

Adopted at the annual general meeting on 3 September 2020

Isidoro Díez Caveda chairman

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Statement by management on the annual report

The supervisory and executive boards have today discussed and approved the annual report of BonBonLand A/S for the financial year 1 January - 31 December 2019.

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 Company's financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

In our opinion, the Management's review includes a fair review of the development in the Company's operations and financial conditions, the result for the year and the Company's financial position.

Management recommends that the annual report should be approved by the company in general meeting.

Madrid, 3 September 2020

Executive board

Lars Fahlmann Jesús Pablo Fernández Morán

Supervisory board

Juan José López Taracena Jesús Pablo Fernández Morán Isidoro Díez Caveda chairman

Independent auditor's report

To the shareholder of BonBon-Land A/S

Opinion

We have audited the financial statements of BonBon-Land A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity, notes and summary of significant accounting policies. The financial statements are prepared under the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2019 and of the results of the company's operations for the financial year 1 January - 31 December 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 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' 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 the 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

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.

Statement on management's review

Management is responsible for management's review.

Our opinion on the financial statements does not cover management's review, and we do not express any form of assurance conclusion thereon.

Independent auditor's report

In connection with our audit of the financial statements, our responsibility is to read management's review and, in doing so, consider whether management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that management's review 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 management's review.

Copenhagen, 3 September 2020

KPMG Statsautoriseret Revisionspartnerselskab CVR no. 25 57 81 98

Kenn Wolff Hansen State Authorised Public Accountant MNE no. mne30154

Company details

The company BonBon-Land A/S

Gartnervej 2 Holme-Olstrup 4684 Holmegaard

18 93 61 35 CVR no.:

1 January - 31 December 2019 1. November 1995 Reporting period:

Incorporated:

Domicile: Næstved

Juan José López Taracena, chairman Supervisory board

Jesús Pablo Fernández Morán

Isidoro Díez Caveda

Executive board Lars Fahlmann

Jesús Pablo Fernández Morán

KPMG Auditors

Statsautoriseret Revisionspartnerselskab

Dampfærgevej 28 2100 København Ø

Financial highlights

Seen over a 5-year period, the development of the Company may be described by means of the following financial highlights:

	2019 DKK'000	2018 DKK'000 (3 months)	2017/18 DKK'000	2016/17 DKK'000	2015/16 DKK'000
Key figures					
Profit/loss					
Gross profit/loss	28,270	885	28,738	27,111	31,732
Profit/loss before net financials	-39,576	-5,573	-3,853	-6,627	-3,414
Net financials	-248	-13	-302	-187	-356
Profit/loss for the year	-39,824	-5,586	-4,155	-6,814	-3,770
Balance sheet					
Balance sheet total	79,340	120,174	127,297	136,909	144,202
Investment in property, plant and					
equipment	7,289	925	9,453	3,993	6,974
Equity	69,459	109,283	114,869	120,499	127,313
Financial ratios					
Solvency ratio	87.5%	90.9%	90.2%	88.0%	88.3%

In 2018 the Company did change the financial year to December 31. The changed period is 1 October - 31 December 2018 (Three-month period).

Management's review

Business review

The Company's principal activity is operation of the amusement park BonBon-Land.

Financial review

The Company's income statement for the year ended 31 December 2019 shows a loss of DKK 39,824 thousand, and the balance sheet at 31 December 2019 shows equity of DKK 69,459 thousand.

The company's management has performed an impairment test of the company's intangible and tangible fixed assets and compared this with the carrying amounts per 31 December 2019. The impairment test has been performed based on an expectation of a future growth rate of 2.0% per year and a discounted cash flow rate (WACC) of 8.1%. The discounted cash flow rate used is set corresponding to the Group's WACC percentage for investments in amusement parks located in Denmark. The impairment test shows, under the assumptions described above, a total impairment requirement of DKK 35,604 thousand.

Management keeps working on implementing the operational improvements including new investments in activities designed to ensure the improvement of the future development.

Management expects a positive result within the following years.

Significant events occurring after the end of the financial year

Apart from the impact of COVID-19, no events materially affecting the assessment of the Annual Report have occurred after the balance sheet date. We refer to note 2 to the Annual Report for comments on COVID-19.

Impact on the external environment and measures taken to prevent, reduce or mitigate damage

The Company is continously working on reducing the consumption of energy as well as on recycling and environmentally friendly disposal.

Income statement 1 January - 31 December

	Note	2019 DKK'000	2018 DKK'000 (3 months)
Gross profit		28,270	885
Staff costs Depreciation, amortisation and impairment of intangible assets an	3 d	-21,095	-3,612
property, plant and equipment	4	-46,387	-2,846
Other operating costs		-364	0
Loss before financial income and expenses		-39,576	-5,573
Financial income	5	26	0
Financial costs	6	-274	-13
Loss before tax		-39,824	-5,586
Tax on loss for the year	7	0	0
Net loss for the year		-39,824	-5,586
Distribution of loss for the year	8		

Balance sheet 31 December

	Note	31.12.2019 DKK'000	31.12.2018 DKK'000
Assets			
Trademarks		0	4,282
Intangible assets	9	0	4,282
Land and buildings		50,277	75,063
Other fixtures and fittings, tools and equipment		17,862	27,892
Tangible assets	10	68,139	102,955
Total non-current assets		68,139	107,237
Goods for resale		4,051	4,098
Stocks		4,051	4,098
Trade receivables		51	691
Receivables from group enterprises		682	580
Other receivables		814	327
Prepayments	11	1,422	1,402
Receivables		2,969	3,000
Cash at bank and in hand		4,181	5,839
Total current assets		11,201	12,937
Total assets		79,340	120,174

Balance sheet 31 December

	Note	31.12.2019 DKK'000	31.12.2018 DKK'000
Equity and liabilities			
Share capital		6,655	6,655
Retained earnings		62,604	102,628
Proposed dividend for the year		200	0
Equity	12	69,459	109,283
Trade payables		2,326	1,637
Payables to group enterprises		3,715	4,440
Other payables		2,418	3,279
Deferred income	13	1,422	1,535
Total current liabilities		9,881	10,891
Total liabilities		9,881	10,891
Total equity and liabilities		79,340	120,174
Subsequent events	2		
Contingent liabilities and other financial obligations	14		
Mortgages and collateral	15		
Related parties and ownership structure	16		

Statement of changes in equity

	Share capital	Retained earnings	Proposed dividend for the year	Total
Equity at 1 January 2019	6,655	102,628	0	109,283
Net profit/loss for the year	0	-40,024	200	-39,824
Equity at 31 December 2019	6,655	62,604	200	69,459

1 Accounting policies

The annual report of BonBon-Land A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

In compliance with section 86(4) of the Danish Financial Statement Act, the Company has omitted to prepare a cash flow statement.

The ultimate parent company decided in 2018 to change the closing date of the financial year to December 31.

BonBon-Land A/S changed as a consequence the financial year from 1 October - 30 September to 1 January - 31 December as of 2018. Consequently the comparative figures for 2018 only cover a 3 months period.

The accounting policies applied are consistent with those of last year.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company does not disclose its revenue.

Gross profit reflects an aggregation of revenue less costs for raw materials and consumables and other external expenses.

Revenue

Income consist of entrance fees to BonBon-Land, including sale of season tickets for one year, income from partners, catering and goods for resale. Income is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place before year end and that the income can be measured reliably and is expected to be received.

Revenue is measured at the fair value of the agreed consideration, excluding VAT and other indirect taxes. Revenue is net of all types of discounts granted.

Other operating expenses

Other operating expenses comprise items of a secondary nature relative to the company's activities, including losses on the sale of intangible assets and property, plant and equipment.

1 Accounting policies

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, realised and unrealised exchange rate gains and losses on foreign currency transactions etc.

Tax on loss for the year

The company is subject to the Danish rules on compulsory joint taxation of the group entities in Denmark. The Company is jointly taxed with Centaur Holding Denmark A/S, which is the administrative company for the joint taxation, and consequently settles all corporation tax payments with the tax authorities concurrently with the Company's payment of joint taxation contribution.

On payment of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use tax losses to reduce their own taxable profits.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

1 Accounting policies

Balance sheet

Intangible assets

Trademarks

Acquired trademarks are measured at cost less accumulated amortisation and impairment losses. Trademarks are amortised over 20 years. Amortisation period is longer for long-term acquired intangible assets with a strong market position and long-term revenue generation.

Intangible assets are written down to the lower of recoverable amount and carrying amount. The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Tangible assets

Buildings and other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life. Land is not depreciated.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use.

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life	Residual value
Buildings	30-40 years	0 %
Other fixtures and fittings tools and equipment	3-10 years	0 %

Tangible assets are written down to the lower of the recoverables amount and carrying amount.

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

The cost of goods for resale comprises the purchase price plus delivery costs.

1 Accounting policies

The net realisable value of stocks is calculated as the selling price less costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

Receivables

Receivables are measured at amortised cost, which usually is nominal value. Write-down is made for bad debt loss based on an individual assessment of the receivable.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years.

Joint taxation contributions payable and receivable are recognised in the balance sheet as receivables from or payable to affiliated companies respectively.

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either by elimination in tax on future income or by offsetting against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Liabilities

Other liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

1 Accounting policies

Deferred income

Deferred income recognised under 'Short-term debt' comprises payments received concerning income in subsequent financial years.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Foreign-exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Financial highlights Definitions of financial ratios. Solvency ratio Equity at year-end x 100 Total assets at year-end

2 Subsequent events

The implications of COVID-19 with many governments across the world deciding to close down their countries will have significant impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date, which is therefore a non-adjusting event to the Company.

COVID-19 occurred in Europe in February 2020 and has had a significant influence in society - including BonBon-Land during the 2020 season. We opened the park later due to COVID-19 and we have had restrictions on the guests experience in rides.

At this time Management expect significant lower revenue due to less visitors and less season pass sales. It is not possible to calculate the size of the negative financial effects of the COVID-19 impact.

		2019	2018
		DKK'000	DKK'000
3 5	Staff costs		(3 months)
7	Wages and salaries	19,942	3,392
I	Pensions	768	162
(Other social security costs	385	58
		21,095	3,612
1	Average number of employees	51	30

No remuneration was paid to the Supervisory Board in 2019. One member of the Executive Board is not employed or remunerated by the company, but a company within the Parques Reunidos Group. The Company pays a management fee for services performed by the Group. For the other member of the Executive Board renumeration has not been disclosed According to section 98 B(3) of the Danish Financial Statements Act.

		2019 DKK'000	2018 DKK'000 (3 months)
4	Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		
	Depreciation intangible assets	500	125
	Depreciation tangible assets	10,283	2,721
	Impairment intangible assets	3,782	0
	Impairment tangible assets	31,822	0
		46,387	2,846
	which breaks down as follows:		
	Trademarks	500	125
	Buildings	2,898	720
	Other fixtures and fittings, tools and equipment	7,385	2,001
	Impairment, trademarks	3,782	0
	Impairment, buildings	23,480	0
	Impairment, other fixtures and fittings, tools and equipment	8,342	0
		46,387	2,846
5	Financial income		
	Exchange gains	26	0
		26	0
6	Financial costs		
	Interest paid to group enterprises	65	0
	Other financial costs	36	12
	Exchange losses	173	1
		274	13

7 Tax on loss for the year

The Company has a deferred tax asset which amounts to DKK 33,338 thousand. The deferred tax asset has not been recognised, as it is uncertain if and when the amount can be utilized.

		2019 DKK'000	DKK'000 (3 months)
8	Distribution of loss for the year		,
	Proposed dividend for the year	200	0
	Retained earnings	-40,024	-5,586
		-39,824	-5,586
9	Intangible assets		
			Trademarks
	Cost at 1 January 2019	_	10,000
	Cost at 31 December 2019	-	10,000
	Impairment losses and amortisation at 1 January 2019		5,718
	Impairment losses for the year		3,782
	Amortisation for the year	_	500
	Impairment losses and amortisation at 31 December 2019		10,000
	Carrying amount at 31 December 2019		0

The company's management has performed an impairment test of the company's intangible assets and compared this with the carrying amounts per 31 December 2019. The impairment test has been performed based on an expectation of a future growth rate of 2.0% per year and a discounted cash flow rate (WACC) of 8.1%. The discounted cash flow rate used is set corresponding to the Group's WACC percentage for investments in amusement parks located in Denmark. Impairment losses which amounts to DKK 3,782 thousand has been recognised on intangible assets.

10 Tangible assets

		Other fixtures and fittings,	
	Land and buildings	tools and equipment	Total
Cost at 1 January 2019	124,286	290,708	414,994
Additions for the year	1,592	5,697	7,289
Disposals for the year	0	-29,582	-29,582
Cost at 31 December 2019	125,878	266,823	392,701
Impairment losses and depreciation at 1 January 2019	49,223	262,816	312,039
Impairment losses for the year	23,480	8,342	31,822
Depreciation for the year	2,898	7,385	10,283
Impairment and depreciation of sold assets for the year	0	-29,582	-29,582
Impairment losses and depreciation at 31 December 2019	75,601	248,961	324,562
Carrying amount at 31 December 2019	50,277	17,862	68,139

The company's management has performed an impairment test of the company's tangible fixed assets and compared this with the carrying amounts per 31 December 2019. The impairment test has been performed based on an expectation of a future growth rate of 2.0% per year and a discounted cash flow rate (WACC) of 8.1%. The discounted cash flow rate used is set corresponding to the Group's WACC percentage for investments in amusement parks located in Denmark. Impairment losses which amounts to DKK 31,822 thousand has been recognised on tangible assets.

11 Prepayments

Prepayments comprise prepaid expenses regarding insurance premiums and subscriptions.

12 Equity

The share capital consists of 6,655 shares of a nominal value of DKK'000 1. No shares carry any special rights.

There have been no changes in the share capital during the last 5 years.

13 Deferred income

Deferred income consists of payments received in respect of income in subsequent years regarding gift cards and vouchers etc.

14 Contingent liabilities and other financial obligations

The Company has provided a guarantee for the affiliated company BonBon Rejser A/S in favour of Rejsegarantifonden, and funds totalling DKK 354 thousand have been deposited.

The company is jointly taxed with other companies in the Centaur Holding Denmark Group. As a fully owned subsidiary, the Company is jointly and severally liable with other jointly taxed companies for danish income taxes and withholding taxes on dividends, interest and royalties within the joint taxation group.

As at 31 December 2019, the Company has lease obligations amounting to DKK 181 thousand (2018: DKK 334 thousand) equivalent to 5-15 months' lease.

15 Mortgages and collateral

The Company's land and buildings have been provided as collateral to the Company's bank. The collateral amounts to DKK 14.533 thousand.

The company has issued a guaranty of payment for Centaur Holding Denmark A/S' engagement with Nordea Bank A/S.

16 Related parties and ownership structure

Transactions

Management fee, DKK 4,369 thousand (2018 (3 months): DKK 509 thousand) Administration fees and sales, DKK 315 thousand (2018 (3 months): DKK 0 thousand) Interest paid to group companies, DKK 65 thousand (2018 (3 months): 0 thousand)

Balances with group companies are disclosed seperately in the balance sheet.

Ownership structure

According to the company's register of shareholders, the following shareholder holds at least 5% of the votes or at least 5% of the share capital:

Centaur Holding Denmark A/S Gartnervej 2 Holme-Olstrup DK-4684 Holmegaard

16 Related parties and ownership structure (continued)

Consolidated financial statements

The Company is also included in the group annual report of Parques Reunidos Servicios Centrales S.A., Paseo de la Castellana, 216, Planta 16, 28046, Madrid, Spain.