Billetlugen A/S

Mosedalvej 14, 2500 Valby

CVR no. 29 41 32 74

Annual report 2016

Approved at the annual general meeting of shareholders on

Chairman:

15-7.
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Contents

Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Billetlugen A/S for the financial year 1 January - 31 December 2016.

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 financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 28 February 2017
Executive Board:

Christoffer Leif Feilberg

Board of Directors:

Asger Flygare Bech-Thomsen Chairman	Christian Alexander Ruoff	Rainer Appel

Vibeke Schöler Høgsgaard

Independent Auditor's Report

To the Shareholders of Billetlugen A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of Billetlugen A/S (henceforth "the Company") at 31 December 2016, and of the results of the Company's operations for the financial year 1 January - 31 December 2016 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of the Company for the financial year 1 January - 31 December 2016, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("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' 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.

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.

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, in our view, 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 in Management's Review.

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 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.

Hellerup, 28 February 2017
PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Jan Bunk Harbo Larsen	Poul Madsen
State Authorised Public Accountant	State Authorised Public Accountant

Management's review

Company details

Name	Billetlugen A/S
Address, Postal code, City	Mosedalvej 14, 2500 Valby
CVR no.	29 41 32 74
Established	1 March 2006
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Asger Flygare Bech-Thomsen, Chairman Christian Alexander Ruoff Rainer Appel Vibeke Schöler Høgsgaard
Executive Board	Christoffer Leif Feilberg

Management's review

Management commentary

Business review

Billetlugen A/S supplies technical infrastructure to the entertainment industry in Denmark, Sweden and Norway. The Company also operates the internet websites billetlugen.dk, biljettforum.se and billettportalen.no.

Financial review

During 2016, Billetlugen A/S changed its ownership structure from wholly-owned by Nordisk Film A/S (Egmont Group) to wholly-owned by Venuepoint Holding A/S which is owned fifty-fifty by Nordisk Film A/S and CTS Eventim AG.

The activities in 2016 were as expected, but due to the new ownership structure some work on aligning the organization has happened through the year. Additionally, it has been decided that the infrastructure of CTS Eventim should be used and integration thereof has been started.

The integration of Eventim and their industry expertise are expected to improve possibilities for growth in the years to come.

The integration is expected to be essentially completed during 2017.

Management of the Company has also received letter of comfort covering 2017 to ensure that the Company is able to satisfy its liabilities when they mature. On this basis, the Executive Board and the Board of Directors consider the preconditions for going concern as fulfilled.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK'000	2016	2015
	Gross margin	5,397	11,330
3	Staff costs	-24,247	-26,421
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-2,291	-1,044
	Profit/loss before net financials	-21,141	-16,135
4	Financial income	4	0
5	Financial expenses	-350	-329
	Profit/loss before tax	-21,487	-16,464
6	Tax for the year	1,414	3,796
	Profit/loss for the year	-20,073	-12,668

Recommended appropriation of profit/loss		
Retained earnings/accumulated loss	-20,073	-12,668
	-20,073	-12,668

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK'000	2016	2015
	ASSETS		
	Fixed assets		
7	Intangible assets		
	Completed development projects	0	2,188
		0	2,188
	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	25	128
		25	128
	Total fixed assets	25	2,316
	Non-fixed assets		
	Receivables		
	Trade receivables	7,185	8,226
	Receivables from group entities	14,626	16,061
	Receivables from associates	4,848	0
8	Deferred tax assets	502	234
	Income taxes receivable	1,146	4,046
	Other receivables	6,495	2,158
		34,802	30,725
	Cash	0	77
	Total non-fixed assets	34,802	30,802
	TOTAL ASSETS	34,827	33,118
	EQUITY AND LIABILITIES		
	Equity		
9	Share capital	5,000	5,000
	Retained earnings	-13,584	-4,664
	Total equity	-8,584	336
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Prepayments received from customers	5,523	4,324
	Trade payables	1,367	1,158
	Payables to group entities	0	1,296
	Payables to associates	295	0
10	Other payables	36,226	26,004
		43,411	32,782
	Total liabilities other than provisions	43,411	32,782
	TOTAL EQUITY AND LIABILITIES	34,827	33,118

1 Accounting policies
2 Going concern uncertainties
11 Contractual obligations and contingencies, etc.
12 Related parties

Financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2015	5,000	8,004	13,004
Profit/loss for the year	0	-12,668	-12,668
Equity at 1 January 2016	5,000	-4,664	336
Profit/loss for the year	0	-20,073	-20,073
Contribution from group	0	11,153	11,153
Equity at 31 December 2016	5,000	-13,584	-8,584

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Billetlugen A/S for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act to report reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Changes to presentation and disclosures only

Effective 1 January 2016, the Company has implemented act no. 738 of 1 July 2015 with amendments to the Danish Financial Statements Act. As the implementation of the amendment act has no impact in terms of value on the income statement or the balance sheet in the financial year, nor on the comparative figures, the financial statements have been prepared based on the same accounting policies as last year.

The amendment act has solely implied new or changed presentation and disclosure requirements, which have been incorporated in the financial statements.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

Transactions denominated in foreign currencies are translated into Danish kroner at the exchange rate at the date of the transaction.

Receivables, payables and other monetary items denominated in foreign currencies are translated into Danish kroner at the exchange rate at the balance sheet date. Realised and unrealised exchange gains and losses are recognised in the income statement as financial income/expenses.

Income statement

Revenue

The Company acts as an agent in relation to sale of tickets for venues and therefore, revenue comprises commission income (booking fees etc.) which is recognised in the income statement, when the services has been delivered.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross margin

The items revenue, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

External expenses

Other external expenses include the year's expenses relating to the entity's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

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

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Amortisation/depreciation and impairment

The item comprises amortisation/depreciation and impairment of intangible assets and property, plant and equipment.

The cost net of the expected residual value for completed development projects and acquired IP rights is amortised over the expected useful life. Acquired IP rights include patents, rights and licences.

The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Completed development projects	4 years
Other fixtures and fittings, tools and equipment	3-5 years

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The Danish income tax charge is allocated between profit making and loss making Danish entities in proportion to their taxable income).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Intangible assets

Development costs comprise expenses, salaries and amortisation directly or indirectly attributable to development activities.

Development projects that are clearly defined and identifiable, where the technical feasibility, sufficient resources and a potential future market or development opportunities areidentifiable and where the Company intends to produce, market or use the project, are recognised as intangible assets provided that the cost can be measured reliably and that there is sufficient assurance that future earnings can cover production costs, selling costs and administrative expenses and development costs. Other development costs are recognised in the income statement as incurred.

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

On completion of a development project, development costs are amortised on a straight-line basis over the estimated useful life.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Impairment of non-current assets

The carrying amount of intangible assets, property, plant and equipment is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

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 assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Other payables

Other payables are measured at net realisable value.

2 Going concern uncertainties

The Company has in 2017 received a letter of support from its parent company to pay all liabilities and expenses before due dates.

	DKK'000	2016	2015
3	Staff costs		
	Wages/salaries	22,190	24,451
	Pensions	1,586	1,299
	Other social security costs	337	532
	Other staff costs	134	139
		24,247	26,421
	Average number of full-time employees	49	54

	DKK'000	2016	2015
4	Financial income		
	Exchange adjustments	4	0
		4	0

	DKK'000	2016	2015
5	Financial expenses		
	Interest expenses, group entities	234	85
	Other interest expenses	0	30
	Exchange adjustments	0	113
	Other financial expenses	116	101
		350	329

	DKK'000	2016	2015
6	Tax for the year		
	Estimated tax charge for the year	-1,146	-4,046
	Deferred tax adjustments in the year	-268	200
	Tax adjustments, prior years	0	50
		-1,414	-3,796

Financial statements for the period 1 January - 31 December

Notes to the financial statements

7 Intangible assets

DKK'000	Completed development projects
Cost at 1 January 2016	3,160
Disposals in the year	-3,160
Cost at 31 December 2016	0
Impairment losses and amortisation at 1 January 2016	972
Impairment losses in the year	1,471
Amortisation/depreciation in the year	717
Reversal of amortisation/depreciation and impairment of disposals	-3,160
Impairment losses and amortisation at 31 December 2016	0
Carrying amount at 31 December 2016	0

8 Deferred tax assets

Deferred tax assets relates only to temporary difference related to intangible and tangible assets. No deferred tax asset has been recognised in respect to tax losses.

9 Share capital

The Company's share capital has remained DKK 5,000 thousand over the past 5 years.

DKK'000	2016	2015
10 Other payables		
VAT and other indirect taxes	0	340
Wages/salaries, salary taxes, social security contributions, etc.	43	38
Holiday pay accrual	2,155	1,738
Other accrued expenses	34,028	23,888
	36,226	26,004

Other accrued expenses includes debt towards event organisers and other accrued expenses. At 31 December 2016, debt towards event organizers amounts to DKK 31,813 thousand (31 December 2015: DKK 22,012 thousand).

11 Contractual obligations and contingencies, etc.

Other contingent liabilities

DKK'000	2016	2015
Other contingent liabilities	5,874	8,798
	5,874	8,798

The Company is jointly taxed with its parent, Venuepoint Holding A/S, which acts as management company, and is jointly and severally liable with other jointly taxed group entities for payment of income taxes for the income year 2016 onwards as well as withholding taxes on interest, royalties and dividends.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

12 Related parties

Billetlugen A/S' related parties comprise the following:

Information about consolidated financial statements

Parent	Domicile
CTS Eventim AG & Co. KGaA	Contrescarpe 75 A, 28195 Bremen, Germany

Ownership

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
Venuepoint Holding A/S	Mosedalvej 14, 2500 Valby, Denmark