Ironman Denmark ApS

Hannovergade 8, 2300 Copenhagen S, Denmark CVR no. 32 30 12 66

Annual report 2019

Approved at the Company's annual general meeting on 5 October 2020

Chairman / Je





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

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, 5 October 2020

Executive Board:

Thomas Veje Oken

Board of Directors

Andrew Lawrence Messick



Independent auditor's report

To the shareholder of Ironman Denmark ApS

Opinion

We have audited the financial statements of Ironman Denmark ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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 rules and requirements.

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 as to 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 the financial statements.

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

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



Independent auditor's report

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note 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 the Management's review

Management is responsible for the Management's review.

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

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

Copenhagen, 5 October 2020 EY Godkendt Revisionspartnerselskab CVR no. 30 70 02 28

Peter Jensen

State Authorised Public Accountant

mne33246



Management's review

Company details

Name Ironman Denmark ApS

Address, Postal code, City Hannovergade 8, 2300 Copenhagen S, Denmark

CVR no. 32 30 12 66
Established 10 April 2010
Registered office Copenhagen

Financial year 1 January - 31 December

Website http://www.ironman.com/

Board of Directors Andrew Lawrence Messick

James Patrick Gramling

Executive Board Thomas Veje Olsen

Auditors EY Godkendt Revisionspartnerselskab

Dirch Passers Allé 36, P.O. Box 250, 2000 Frederiksberg,

Denmark

Bankers Danske Bank



Management's review

Business review

IM Denmark ApS operates triathlon, duathlon, and distance running events under the IRONMAN, IRONMAN 70.3, 5i50™, IRON GIRL and IRONKIDS brands throughout Denmark. Beginning in 1978 as a challenge between a US naval commander and his group of friends, the IRONMAN has grown to become the most recognized full distance triathlon in the world.

Originally a combination of the Waikiki Rough Water Swim, the Around Oahu Bike Race, and the Honolulu Marathon, the IRONMAN® events consist of a 2.4-mile swim, a 112-mile bike ride, and a 26.2-mile run. IRONMAN 70.3® races are long-distance triathlons (half the distances of the IRONMAN® event). 5i50™ events are Olympic-distance triathlons. IRON GIRL® and IRONKIDS® events include triathlons, duathlons, or distance running events. The events are operated in Denmark by IRONMAN Denmark ApS. In addition to operating events, IRONMAN Denmark ApS is committed to growing the sport of triathlon through a comprehensive program of sponsorships, media sources, and other event production opportunities.

20 July 2020 the Ironman group was acquired by the Advanced Group a private, family-owned business. Our mission is to build the value of the company over the long-term by fostering growth and innovation across a diversified portfolio which includes media, entertainment, communications, technology, education and other promising sectors.

Financial review

The income statement for 2019 shows a loss of DKK 1,190,504 against a loss of DKK 782,740 last year, and the balance sheet at 31 December 2019 shows a negative equity of DKK 12,812,015.

The financial result were expected to be better than 2018 result. However a strong increase of Staff Cost overcompensated the positive developments of the improvements of prior years. The 2020 results are expected to be negative due the negative development in relation to the Covid-19 Pandemic.

Events after the balance sheet date

During March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. As a result of global spread of COVID-19 and the measures adopted by the Danish government, the Company, in coordination with host communities and others, was required to reschedule substantially all events planned for the fiscal year 2020.

The Company is taking necessary and appropriate measures to strengthen its financial position and maintain liquidity during the COVID-19 pandemic.

Steps taken up to the date of this report include avoiding travel and office supplies and blocking all corporate credit cards to avoid unnecessary spending. In addition, the Company is seeking all available government incentives offered to mitigate the impact of the pandemic. The introduction of short-time work is a key instrument in this regard. In addition the Company received a supporting letter of comfort and a guarantee for any IC - Receivable from its indirect parent.

The Company believes that its current cash balance, along with the actions taken as outlined above, and other \ considerations, provide it with sufficient current liquidity for a Period of at least 12 months from now.

Besides this no significant events have occurred subsequent to the financial year-end.



Income statement

Note	DKK	2019	2018
3	Revenue Cost of sales Other operating income Other external expenses	25,655,117 -12,752,543 5,782,210 -10,594,499	25,173,228 -14,025,941 0 -7,626,071
4 5 6	Gross profit Staff costs Amortisation/depreciation of intangible assets and property, plant and equipment Other operating expenses	8,090,285 -8,494,787 -146,056 -154,347	3,521,216 -4,339,983 -242,565 -3,256
7	Profit/loss before net financials Financial income Financial expenses	-704,905 0 -485,599	-1,064,588 430,506 -148,658
	Profit/loss before tax Tax for the year	-1,190,504 0	-782,740 0
	Profit/loss for the year	-1,190,504	-782,740
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-1,190,504	-782,740
		-1,190,504	-782,740



Balance sheet

Note	DKK	2019	2018
	ASSETS Fixed assets		
8	Intangible assets Acquired intangible assets	0	61,843
	Acquired intangible assets	0	61,843
0	Droporty, plant and equipment		01,043
9	Property, plant and equipment Plant and machinery Other fixtures and fittings, tools and equipment	37,371 89,719	240,122 51,447
	Leasehold improvements	0	0
		127,090	291,569
	Investments Other receivables	76,403	56,403
	0.1.3. 10001142/00	76,403	56,403
	Tabel fixed accepts		
	Total fixed assets	203,493	409,815
	Non-fixed assets Receivables		
	Trade receivables Receivables from group entities Other receivables Prepayments	516,550 16,850,534 54 95,594	1,306,064 16,518,695 108 105,031
	rrepayments	17,462,732	17,929,898
	Cash	9,930,747	5,557,450
	Total non-fixed assets	27,393,479	23,487,348
	TOTAL ASSETS	27,596,972	23,897,163
	EQUITY AND LIABILITIES Equity		
	Share capital Reserve for equity settled share based payment Retained earnings	80,000 1,089,326 -13,981,341	80,000 0 -12,790,837
	Total equity	-12,812,015	-12,710,837
	Liabilities other than provisions		
	Non-current liabilities other than provisions Other payables	143,806	0
		143,806	0
	Current liabilities other than provisions	· · · · · · · · · · · · · · · · · · ·	
	Prepayments received from customers Trade payables Payables to group entities Other payables	11,475,100 1,357,121 24,438,627 2,994,333	8,568,674 982,499 25,407,586 1,649,241
		40,265,181	36,608,000
	Total liabilities other than provisions	40,408,987	36,608,000
	TOTAL EQUITY AND LIABILITIES	27,596,972	23,897,163
	TOTAL ENGINE MAD EMPIRITIES		

¹ Accounting policies

² Events after the balance sheet date



- 10 Contractual obligations and contingencies, etc.
- 11 Contingent assets
- 12 Collateral
- 13 Related parties



Statement of changes in equity

DKK	Share capital	Reserve for equity settled share based payment	Retained earnings	Total
Equity at 1 January 2018 Transfer through appropriation	80,000	0	-12,008,097	-11,928,097
of loss	0	0	-782,740	-782,740
Equity at 1 January 2019 Transfer through appropriation	80,000	0	-12,790,837	-12,710,837
of loss Other value adjustments of	0	0	-1,190,504	-1,190,504
equity	0	1,089,326	0	1,089,326
Equity at 31 December 2019	80,000	1,089,326	-13,981,341	-12,812,015

The Company has lost its equity and must, according to the Danish Companies Act, adopt measures to restore it. Management still expects to recover the lost equity through positive results going forward.

In addition, we have received a letter of support stating that World Triathlon Corporation will support the Company financially when needed in order for the Company to fulfil its obligations as they fall due until at least 12 months after the approval by the annual general meeting of the financial statements for 2019.

Moreover, the parent company World Triathlon Corporation unconditionally and irrevocably guarantees to Ironman Denmark ApS the due and punctual fulfilment of each of the Obligors' payment obligations of all amounts, whether now existing or hereinafter incurred, owed to Ironman Denmark ApS under the IC-receivables

Against this background, Management presents the financial statements based on a going concern assumption.



Notes to the financial statements

1 Accounting policies

The annual report of Ironman Denmark ApS for 2019 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

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

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates 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 rate 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 most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the rendering of services, comprising registration fees for participation in sports events, is recognised as revenue as the services are rendered, implying that revenue corresponds to the market value of the services rendered in the year (percentage-of-completion method).

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.

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the Company's core activities, including gains or losses on the sale of fixed assets.

Other external expenses

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



Notes to the financial statements

1 Accounting policies (continued)

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.

Share-based payment expenses are also recognized.

Shared based payments:

The Company's employees and Management receive consideration in the form of share-based payments. The share-based consideration is an equity-settled program under which employees and management deliver services in return for share options. The share options are measured at fair value at the time of granting. The fair value of share options is determined using an option-pricing model. Costs relating to equity-settled share-based payments are recognized in the income statement under administrative expenses and in equity over the vesting period. The total expense recognized for equity-settled share-based payments at the reporting date reflects the share of the vesting period that has lapsed and management's best estimate of the number of equity instruments that will ultimately vest. Where the terms for equity-settled programs change, the minimum expense is the expense that would have been recognized had the terms not been changed?, provided that the employee's or management's right had vested. In addilion?, an expense is recognized corresponding to the increase in the fair value of the share-based payment at the time at which the terms are changed.

Amortisation/depreciation

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

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

Software	5 years
Plant and machinery	5 years
Other fixtures and fittings, tools and equipment	3 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.



Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Intangible assets

Other intangible assets include acquired intangible rights, including software licences and distribution rights.

Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

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 fixed assets

Intangible assets and property, plant and equipment as well as investments in subsidiaries and associates are reviewed for impairment on an annual basis. Where there is evidence of impairment, each individual asset or group of assets generating independent cash flows is tested for impairment. The carrying amount of impaired assets is reduced to the higher of the value in use and the net selling price (recoverable amount). Where an impairment loss is recognised on a group of assets, a loss is first allocated to goodwill and then to the other assets on a pro rata 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, which usually corresponds to the nominal value. 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. in which case the carrying amount is reduced to the net realisable value.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

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.



Notes to the financial statements

1 Accounting policies (continued)

Prepayments

Prepayments comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Revaluation reserve

The reserve compraises value adjustment of equity settled share based payment.

The value of share options granted is recognized in equity under share-based payment reserve over the vesting period as the employees deliver the relevant services. The reserve reflects the total value of share options granted based on the share of the vesting period that has lapsed and the best estimate of the number of instruments that will ultimately vest. The reserve is part of the distributable reserve.

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

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.

Other payables

Other payables are measured at net realisable value.



Notes to the financial statements

1 Accounting policies (continued)

Deferred income

Deferred income recognised as a liability comprises payments received concerning income in subsequent financial reporting years.

2 Events after the balance sheet date

During March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. As a result of global spread of COVID-19 and the measures adopted by the Danish government, the Company, in coordination with host communities and others, was required to reschedule substantially all events planned for the fiscal year 2020.

The Company is taking necessary and appropriate measures to strengthen its financial position and maintain liquidity during the COVID-19 pandemic.

Steps taken up to the date of this report include avoiding travel and office supplies and blocking all corporate credit cards to avoid unnecessary spending. In addition, the Company is seeking all available government incentives offered to mitigate the impact of the pandemic. The introduction of short-time work is a key instrument in this regard. In addition the Company received a supporting letter of comfort and a guarantee for any IC - Receivable from its indirect parent.

The Company believes that its current cash balance, along with the actions taken as outlined above, and other \ considerations, provide it with sufficient current liquidity for a Period of at least 12 months from now

Besides this no significant events have occurred subsequent to the financial year-end.



Notes to the financial statements

3	Other operating income		
_	Management fee	5,782,210	0
		5,782,210	0
	DKK	2019	2018
4	Staff costs		
•	Wages/salaries	7,985,238	4,227,073
	Pensions Other social security costs	509,549 0	24,000 18,177
	Other staff costs	0	70,733
		8,494,787	4,339,983
	Average number of full-time employees	10	8
5	Amortisation/depreciation of intangible assets and property, plant		
	and equipment Amortisation of intangible assets	23,242	66,948
	Depreciation of property, plant and equipment	122,814	175,617
		146,056	242,565
_			
6	Other operating expenses		
	Other operating expenses include losses on the sale of fixed assets.		
7	Financial expenses	495 500	140 (50
	Interest expenses, group entities	485,599	148,658
		485,599	148,658
8	Intangible assets		
	DKK		Acquired intangible assets
	Cost at 1 January 2019 Disposals in the year		638,742 -119,534
	Cost at 31 December 2019		519,208
	Impairment losses and amortisation at 1 January 2019 Amortisation/depreciation in the year		576,899 23,242
	Reversal of amortisation/depreciation and impairment of disposals		-80,933
	Impairment losses and amortisation at 31 December 2019		519,208
	Carrying amount at 31 December 2019		0



Notes to the financial statements

9 Property, plant and equipment

DKK	Plant and machinery	Other fixtures and fittings, tools and equipment	Leasehold improvements	Total
Cost at 1 January 2019 Additions in the year Disposals in the year	648,590 15,900 -437,653	426,659 58,182 -21,411	79,626 0 0	1,154,875 74,082 -459,064
Cost at 31 December 2019	226,837	463,430	79,626	769,893
Impairment losses and depreciation at 1 January 2019 Amortisation/depreciation in the year Reversal of amortisation/depreciation and impairment of disposals	408,468 102,904 -321,906	375,212 19,910 -21,411	79,626 0 0	863,306 122,814 -343,317
Impairment losses and depreciation at 31 December 2019	189,466	373,711	79,626	642,803
Carrying amount at 31 December 2019	37,371	89,719	0	127,090

10 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Danish tax authorities have initiated a review of the company's transfer pricing documentation for 2015-2018. The review is still ongoing and no decisions have been made yet. The company has not recognized a liability, as it is not possible to reliably estimate an adjustment that may be proposed by the tax authorities.

Other financial obligations

Other rent and lease liabilities:

DKK	2019	2018
Rent and lease liabilities	131,744	133,922

Rent and lease liabilities include a rent obligation totalling DKK 131,744, which is equal to six months' rent.

11 Contingent assets

The Company has tax loss carry-forwards totalling DKK 12,649,812, resulting in a deferred tax asset. This has not been recognised in the balance sheet due to uncertainty as to the timing and utilisation of the tax losses.



Notes to the financial statements

12 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2019.

13 Related parties

Information about consolidated financial statements

Parent	Domicile	company's consolidated financial statements		
Advance Publications, Inc	United States	Company's webpage www.advance.com		