



## Billetto ApS

Trommesalen 5, 4.  
1614 København V  
CVR No. 32569080

## Annual report 2019

The Annual General Meeting adopted the  
annual report on 03.07.2020

---

**Peter Helbo Langsted**

Chairman of the general meeting

# Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2019	8
Balance sheet at 31.12.2019	9
Statement of changes in equity for 2019	11
Notes	12
Accounting policies	16

# Entity details

## Entity

Billetter ApS

Trommesalen 5, 4.

1614 København V

CVR No.: 32569080

Registered office: Copenhagen

Financial year: 01.01.2019 - 31.12.2019

## Board of Directors

Jacob Christian Bratting Pedersen

Patrick Borre Hansen

Per Mikael Jensen

Peer Bentzen

Joseph Steven Cohen, Chairmann

## Executive Board

Patrick Borre Hansen

## Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

# Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Billette ApS for the financial year 01.01.2019 - 31.12.2019.

The annual report is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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

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

Copenhagen, 03.07.2020

## Executive Board

**Patrick Borre Hansen**

## Board of Directors

**Jacob Christian Bratting Pedersen**

**Patrick Borre Hansen**

**Per Mikael Jensen**

**Peer Bentzen**

**Joseph Steven Cohen**  
Chairmann

# Independent auditor's report

## To the shareholders of Billette ApS

### Opinion

We have audited the financial statements of Billette ApS for the financial year 01.01.2019 - 31.12.2019, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 in accordance with the Danish Financial Statements Act.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

#### **Statement on the management commentary**

Management is responsible for the management commentary.

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

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

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

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

Copenhagen, 03.07.2020

**Deloitte**

Statsautoriseret Revisionspartnerselskab  
CVR No. 33963556

**Henrik Wolff Mikkelsen**

State Authorised Public Accountant  
Identification No (MNE) mne33747

**Nikolaj Frausing Borch**

State Authorised Public Accountant  
Identification No (MNE) mne44062

# Management commentary

## Primary activities

The Company's primary activity is the development and operation of an international full-service ticketing platform.

## Development in activities and finances

Group ebitda for 2019 was +€626k. Management finds the result to be satisfactory and in accordance with the business plan. In the first half of 2019 the company invested into the consumer-facing platform in an effort to improve sales performance for event organisers. The result was a newly designed Billetter 2.0 experience that provided a superior experience for both consumers and event organisers. In the second half of 2019, financial performance improved compared to the same period the year before.

The Company has changed accounting principles related to capitalization of development costs. See description under accounting policies for further details.

## Capital resources

The Company's budget shows sufficient cash to continue operating throughout 2020 and the Company is actively monitoring its capital resources.

The Company has a negative equity position and is therefore affected by the rules of capital loss in the Danish Companies Act. Management expects to reestablish the Capital by future profits or by further equity investments.

## Events after the balance sheet date

The Covid-19 pandemic occurred after the balance sheet date, which will influence the evaluation of this annual report. Billetter began 2020 with stronger financial performance in January and February that saw the business on budget, demonstrating +20% YoY growth. As Covid-19 led to a European event sector lockdown in March, Billetter sales saw an immediate, negative impact. Management is now forecasting negative Ebitda for the full year of 2020. The company has subsequently strengthened its cash position by taking advantage of government assistance as well as completing a cash injection from shareholders. Based upon management's view that events will begin again in the second half of this year, the company does not presently expect to require further cash injections in 2020.



# Income statement for 2019

	Notes	2019 DKK	2018 DKK
<b>Gross profit/loss</b>		<b>9,022,032</b>	<b>9,863,464</b>
Staff costs	1	(4,670,118)	(4,012,627)
Depreciation, amortisation and impairment losses	2	(8,013,601)	(7,876,279)
<b>Operating profit/loss</b>		<b>(3,661,687)</b>	<b>(2,025,442)</b>
Other financial income	3	1,477,272	899,179
Other financial expenses	4	(6,574,610)	(6,683,631)
<b>Profit/loss before tax</b>		<b>(8,759,025)</b>	<b>(7,809,894)</b>
Tax on profit/loss for the year	5	1,483,135	1,402,538
<b>Profit/loss for the year</b>		<b>(7,275,890)</b>	<b>(6,407,356)</b>
<b>Proposed distribution of profit and loss</b>			
Retained earnings		(7,275,890)	(6,407,356)
<b>Proposed distribution of profit and loss</b>		<b>(7,275,890)</b>	<b>(6,407,356)</b>

# Balance sheet at 31.12.2019

## Assets

	Notes	2019 DKK	2018 DKK
Completed development projects	7	10,532,714	11,619,227
<b>Intangible assets</b>	6	<b>10,532,714</b>	<b>11,619,227</b>
Other fixtures and fittings, tools and equipment		79,695	251,896
Leasehold improvements		0	21,191
<b>Property, plant and equipment</b>	8	<b>79,695</b>	<b>273,087</b>
Investments in group enterprises		152,894	152,894
Other receivables		165,928	162,182
<b>Other financial assets</b>	9	<b>318,822</b>	<b>315,076</b>
<b>Fixed assets</b>		<b>10,931,231</b>	<b>12,207,390</b>
Trade receivables		403,916	639,854
Receivables from group enterprises		0	478,700
Other receivables		1,571,827	1,638,306
Income tax receivable		1,483,135	1,227,010
Prepayments		112,337	129,231
<b>Receivables</b>		<b>3,571,215</b>	<b>4,113,101</b>
<b>Cash</b>		<b>6,966,436</b>	<b>6,531,646</b>
<b>Current assets</b>		<b>10,537,651</b>	<b>10,644,747</b>
<b>Assets</b>		<b>21,468,882</b>	<b>22,852,137</b>

**Equity and liabilities**

	Notes	2019 DKK	2018 DKK
Contributed capital	10	356,598	334,230
Reserve for development expenditure		8,215,517	9,062,997
Retained earnings		(60,910,399)	(54,481,989)
<b>Equity</b>		<b>(52,338,284)</b>	<b>(45,084,762)</b>
Payables to shareholders and management		52,331,253	48,134,907
Other payables		269,401	0
<b>Non-current liabilities other than provisions</b>	11	<b>52,600,654</b>	<b>48,134,907</b>
Current portion of non-current liabilities other than provisions	11	1,042,132	1,206,061
Payables to other credit institutions		161	72,049
Trade payables		750,947	457,478
Payables to group enterprises		2,384,809	2,520,707
Other payables		17,028,463	15,378,197
Deferred income	12	0	167,500
<b>Current liabilities other than provisions</b>		<b>21,206,512</b>	<b>19,801,992</b>
<b>Liabilities other than provisions</b>		<b>73,807,166</b>	<b>67,936,899</b>
<b>Equity and liabilities</b>		<b>21,468,882</b>	<b>22,852,137</b>
Unrecognised rental and lease commitments	13		
Assets charged and collateral	14		

# Statement of changes in equity for 2019

	Contributed capital DKK	Reserve for development expenditure DKK	Retained earnings DKK	Total DKK
Equity beginning of year	334,230	0	(56,870,719)	(56,536,489)
Changes in accounting policies	0	9,062,997	2,388,730	11,451,727
<b>Adjusted equity, beginning of year</b>	<b>334,230</b>	<b>9,062,997</b>	<b>(54,481,989)</b>	<b>(45,084,762)</b>
Increase of capital	22,368	0	0	22,368
Transfer to reserves	0	(847,480)	847,480	0
Profit/loss for the year	0	0	(7,275,890)	(7,275,890)
<b>Equity end of year</b>	<b>356,598</b>	<b>8,215,517</b>	<b>(60,910,399)</b>	<b>(52,338,284)</b>

# Notes

## 1 Staff costs

	2019 DKK	2018 DKK
Wages and salaries	7,949,357	7,635,722
Pension costs	342,393	281,393
Other social security costs	130,793	138,962
Other staff costs	400,224	289,956
	<b>8,822,767</b>	<b>8,346,033</b>
Staff costs classified as assets	(4,152,649)	(4,333,406)
	<b>4,670,118</b>	<b>4,012,627</b>

Average number of full-time employees	<b>14</b>	<b>16</b>
---------------------------------------	-----------	-----------

## 2 Depreciation, amortisation and impairment losses

	2019 DKK	2018 DKK
Amortisation of intangible assets	7,803,688	7,631,256
Depreciation of property, plant and equipment	209,913	245,023
	<b>8,013,601</b>	<b>7,876,279</b>

## 3 Other financial income

	2019 DKK	2018 DKK
Financial income from group enterprises	175,529	724,976
Other interest income	1,679	0
Exchange rate adjustments	1,300,064	174,203
	<b>1,477,272</b>	<b>899,179</b>

## 4 Other financial expenses

	2019 DKK	2018 DKK
Financial expenses from group enterprises	783,430	1,786,236
Other interest expenses	5,412,285	4,448,045
Exchange rate adjustments	378,895	447,370
Other financial expenses	0	1,980
	<b>6,574,610</b>	<b>6,683,631</b>

## 5 Tax on profit/loss for the year

	2019 DKK	2018 DKK
Current tax	(1,483,135)	(1,402,538)
	<b>(1,483,135)</b>	<b>(1,402,538)</b>

## 6 Intangible assets

	Completed development projects DKK
Cost beginning of year	28,613,044
Additions	6,717,175
<b>Cost end of year</b>	<b>35,330,219</b>
Amortisation and impairment losses beginning of year	(16,993,817)
Amortisation for the year	(7,803,688)
<b>Amortisation and impairment losses end of year</b>	<b>(24,797,505)</b>
<b>Carrying amount end of year</b>	<b>10,532,714</b>

## 7 Development projects

The Entity's development projects relates to costs incurred in relation to the continuous improvement of the Billetter platform, which is the foundation for the Entity's activities and long term strategy. All projects initiated during 2019 have been completed and are now an integrated part of the platform. It is Management's assessment that the value of the Company lies primarily with the platform and related software and expects that the value can be recovered either through future profits or a sale of the Company or platform.

## 8 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	777,672	153,618
Additions	16,521	0
<b>Cost end of year</b>	<b>794,193</b>	<b>153,618</b>
Depreciation and impairment losses beginning of year	(525,776)	(132,427)
Depreciation for the year	(188,722)	(21,191)
<b>Depreciation and impairment losses end of year</b>	<b>(714,498)</b>	<b>(153,618)</b>
<b>Carrying amount end of year</b>	<b>79,695</b>	<b>0</b>

## 9 Financial assets

	Investments in group enterprises DKK	Other receivables DKK
Cost beginning of year	152,894	162,182
Additions	0	3,746
<b>Cost end of year</b>	<b>152,894</b>	<b>165,928</b>
<b>Carrying amount end of year</b>	<b>152,894</b>	<b>165,928</b>

Investments in subsidiaries	Registered in	Corporate form	Equity interest %
Billette AS	Norway	AS	100
Billette UK Ltd.	United Kingdom	Ltd	100
Billette AB	Sweden	AB	100

## 10 Share capital

	Number	Par value DKK	Nominal value DKK
A-shares	191,414	1	191,414
B-shares	165,184	1	165,184
	<b>356,598</b>		<b>356,598</b>

Contributed capital for the financial year 2019 amounts to 22.368 nominally.

The Entity has established a warrant program for its employees. Total committed and planned warrants amount to nominal shares of 49,913. The warrants allow employees to purchase shares at a fixed price of DKK 1 per share. The warrants can only be utilised in the event of an exit.

## 11 Non-current liabilities other than provisions

	Due within 12 months 2019 DKK	Due within 12 months 2018 DKK	Due after more than 12 months 2019 DKK
Payables to shareholders and management	1,042,132	1,206,061	52,331,253
Other payables	0	0	269,401
	<b>1,042,132</b>	<b>1,206,061</b>	<b>52,600,654</b>

## 12 Deferred income

Deferred income relates to grants received in relation to development projects, which are recognised in the income statement over the relevant assets' depreciation period.

## 13 Unrecognised rental and lease commitments

	2019 DKK	2018 DKK
Liabilities under rental or lease agreements until maturity in total	204,314	225,314

## 14 Assets charged and collateral

A floating charge of nominally DKK 4.000k has been provided towards Vækstfonden as collateral for loans.

The company has entered into an agreement whereby it is not allowed to pay out dividends to its shareholders without prior consent from Vækstfonden.



# Accounting policies

## Reporting class

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

The accounting policies applied to these financial statements are consistent with those applied last year, except for the change in principles related to development projects as described below.

## Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

## Changes in accounting policies

Management has decided to change accounting principles related to development costs and development projects. Previously, development costs were recognised in the income statement as they were incurred. Going forward, development costs will be capitalized as development projects at cost, and depreciated over the estimated useful life of the projects. It is Management's assessment that the change in principles leads to a more true and fair view of the Company's financial situation and thereby increases the value of the financial statements.

The change in principles has effected the comparative figures as follows:

### *Income statement*

Gross profit/loss has been increased by DKK 2,681,527

Staff costs have been decreased by DKK 4,333,406

Depreciation, amortisation and impairment losses have been increased by DKK 7,631,256

Total effect on profit/loss for 2018 is therefore DKK (616,323) (loss)

### *Balance sheet*

Intangible assets have been increased by DKK 11,619,227

Deferred income have been increased by DKK 167,500

Equity beginning of the year (January 1, 2018) have been increased by DKK 12.068.050

Profit/loss for the year on equity have been decreased by DKK 616,323

Total effect on equity at 31 December 2018 is therefore an increase of DKK 11,451,727

The change in principles has effected the figures for 2019 as follows:

### *Income statement*

Gross profit/loss has been increased by DKK 2,732,026

Staff costs have been decreased by DKK 4,152,649

Depreciation, amortisation and impairment losses have been increased by DKK 7,803,688

Total effect on profit/loss for 2019 is therefore DKK (919,013) (loss)

### *Balance sheet*

Intangible assets have been increased by DKK 10,532,714

Equity beginning of the year (January 1, 2019) have been increased by DKK 11.451.727

Profit/loss for the year on equity have been decreased by DKK 919,013

Total effect on equity at 31 December 2019 is therefore an increase of DKK 10,532,714

### **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.

### **Income statement**

#### **Gross profit or loss**

Gross profit or loss comprises revenue, cost of raw materials and consumables and external expenses

#### **Revenue**

The Company acts as an agent in relation to sale of tickets for event organizers, and therefore revenue is comprised of commission income, which is recognized in the income statement, when the services have been delivered. 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.

#### **Cost of sales**

Cost of sales comprises costs directly related to revenue.

#### **Other external expenses**

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

#### **Staff costs**

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

**Depreciation, amortisation and impairment losses**

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

**Other financial income**

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

**Other financial expenses**

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

**Tax on profit/loss for the year**

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

**Balance sheet****Intellectual property rights etc**

Intellectual property rights etc comprise development projects completed.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity under Reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as salaries and consultants that are directly and indirectly attributable to the development projects.

Indirect production costs in the form of indirectly attributable staff costs used in the development process are recognised in cost based on time spent on each project.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years. For development projects protected by intellectual property rights, the maximum period of amortisation is the remaining duration of the relevant rights. The amortisation period used is 3 years.

Intellectual property rights etc are written down to the lower of recoverable amount and carrying amount.

**Property, plant and equipment**

Other fixtures and fittings, tools and equipment 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.

Interest expenses on loans for the financing of the manufacture of property, plant and equipment are included in cost if they relate to the manufacturing period. All other finance costs are recognised in the income statement.

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

Other fixtures and fittings, tools and equipment	3-4 years
Leasehold improvements	4 years

Estimated useful lives and residual values are reassessed annually.

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

**Investments in group enterprises**

Investments in group enterprises are measured at cost. Investments are written down to the lower of recoverable amount and carrying amount.

**Receivables**

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

**Income tax payable or receivable**

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

**Prepayments**

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

**Cash**

Cash comprises cash in hand and bank deposits.

**Other financial liabilities**

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

**Deferred income**

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