



Bjergsø Holding ApS

Humletorvet 27, 3.
1799 København V
CVR No. 34696349

Annual report 2023

The Annual General Meeting adopted the annual report on 25.06.2024

Ditte Kristine Lassen-Kahlke
Chairman of the General Meeting

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Entity details

Entity

Bjergsø Holding ApS
Humletorvet 27, 3.
1799 København V

Business Registration No.: 34696349
Registered office: København
Financial year: 01.01.2023 - 31.12.2023

Board of Directors

Ditte Kristine Lassen-Kahlke, Chair
Mikkel Bjergsø
Carsten Dalsgaard
Frank Hilmer Borring Petersen

Executive Board

Mikkel Bjergsø

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
2300 Copenhagen S

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Bjergsø Holding ApS for the financial year 01.01.2023 - 31.12.2023.

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

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2023 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2023 - 31.12.2023.

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

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

Copenhagen, 25.06.2024

Executive Board

Mikkel Bjergsø

Board of Directors

Ditte Kristine Lassen-Kahlke
Chair

Mikkel Bjergsø

Carsten Dalsgaard

Frank Hilmer Borring Petersen

Independent auditor's report

To the shareholders of Bjergsø Holding ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of Bjergsø Holding ApS for the financial year 01.01.2023 - 31.12.2023, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2023 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2023 - 31.12.2023 in accordance with the Danish Financial Statements Act.

Basis for opinion

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

Management's responsibilities for the consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and 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 consolidated financial statements and the parent 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 consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group's and 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 consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent financial statements represent the underlying transactions and events in a manner that gives a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Moreover, it is our responsibility to consider whether the management commentary provides the information required by relevant law and regulations.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent 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, 25.06.2024

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Bjørn Winkler Jakobsen

State Authorised Public Accountant
Identification No (MNE) mne32127

Hans Tauby

State Authorised Public Accountant
Identification No (MNE) mne44339

Management commentary

Financial highlights

	2023	2022	2021	2020	2019
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Revenue	249,616	247,087	237,065	212,856	293,442
Gross profit/loss	96,712	52,193	56,621	49,639	83,842
EBITDA	2,058	(50,475)	(32,610)	(38,087)	(10,837)
Operating profit/loss	(6,692)	(63,810)	(51,719)	(64,826)	(30,994)
Net financials	(9,116)	(743)	1,246	(5,244)	454
Profit/loss for the year	(22,960)	(106,494)	(52,541)	(72,101)	(30,100)
Profit for the year excl. minority interests	(23,363)	(106,980)	(50,786)	(69,372)	(28,218)
Balance sheet total	99,170	117,639	198,703	190,893	195,149
Investments in property, plant and equipment	6,258	6,540	24,666	14,970	26,088
Equity	56,960	62,054	131,075	139,984	95,883
Equity excl. minority interests	57,903	62,936	132,387	140,177	94,739
Average number of employees	209	226	239	244	250

Ratios

Gross margin (%)	38.74	21.12	23.88	23.32	28.57
Net margin (%)	(9.20)	(43.10)	(22.16)	(33.87)	(10.26)
Return on equity (%)	(38.67)	(109.54)	(37.27)	(59.06)	(25.99)
Equity ratio (%)	58.39	53.50	66.63	73.43	48.55

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Gross margin (%):

Gross profit/loss * 100

Revenue

Net margin (%):

Profit/loss for the year * 100

Revenue

Return on equity (%):

Profit/loss for the year excl. minority interests * 100

Average equity excl. minority interests

Equity ratio (%):

Equity excl. minority interests * 100

Balance sheet total

Primary activities

The Group's activities comprise of the development, manufacturing and sale of high-quality craft beers under the "Mikkeller" and "WarPigs" brands but also through various partnerships such as "Ramen To Biiru" and "Selma".

The Group operates both own bars and restaurants as well as partner/licensed establishments (referred to as retail activities). The production of beer takes place at the Group's own breweries and in cooperation with leading breweries primarily in Europe.

Development in activities and finances

In 2023 the Group recorded a total revenue of DKK 249,616 corresponding to an increase in revenue of 1% compared to 2022. The income statement for the period 01.01.23 - 31.12.23 shows a net loss of DKK 22,960 thousand and the balance sheet shows a total equity of DKK 56,960 thousand.

The group has in 2023 had a severe dedication to profitability, and has as a result shut down or sold off unprofitable activities. Consequences hereof can be traced in the realized EBITDA for the year of positive DKK 2,058 thousand compared to the negative EBITDA of DKK 50,475 thousand in 2022. This work continues in 2024.

Although net profit is negative and hence unsatisfactory, the Group is pleased with its operational achievements over the past year. Many challenges from previous years have been addressed, and risks have been severely mitigated.

Throughout the year, the Group maintained a rigorous focus on its supply chain especially, achieving numerous efficiencies. This focus has continued in 2024, with further improvements achieved.

Profit/loss for the year in relation to expected developments

The group projected net profits of positive DKK 3,000 thousand. The variance can primarily be explained by sales being lower than expected, while good cost control has been exercised.

Uncertainty relating to recognition and measurement

The Group's financial position at 31 December 2023 and the results of its operations for the financial year ending 31 December 2023 are not affected by any unusual matters.

Outlook

The Groups's outlook for 2024 is expected to be significantly better than the previous year.

In January 2024, the Group announced that it has entered into a distribution partnership with Carlsberg, with the purpose of increasing the availability of Mikkeller's beer in Denmark. This means that the sophisticated and innovative high-quality beer will reach a much wider audience than it has so far.

The Group aims to achieve sustainable growth in 2024. Strategic market analysis and optimizing cost structures will be key factors in achieving this objective. The Group's management team remains dedicated to making informed decisions and implementing measures to ensure financial stability and long-term success.

The Group remains cautiously optimistic about its outlook for 2024. The projected range for net profits is expected to fall between DKK 5,000 thousand and DKK 10,000 thousand.

With a resilient management team and a focus on sustainable growth, the Group is confident in its ability to overcome challenges and achieve positive outcomes in 2024.

Environmental performance

The Group is steadfast in its commitment to responsible and sustainable business operations. The production of beer has an environmental impact. The process has to great extents been outsourced to the long-term supplier, De Proef Brouwerij. De Proef Brouwerij is committed to enhancing the sustainability of the brewing process through several initiatives. To name a few:

- Recovering wastewater to reduce water consumption
- Recapturing vapor heat from boiling processes to minimize gas usage
- Installing solar panels to generate electricity

These efforts underscore both companies' dedication to reducing environmental footprints while maintaining high-quality production standards.

Research and development activities

The Group maintains a pursuit of innovation, consistently evolving its concepts and products to uphold its position as a leading trendsetter in the market. In the upcoming year of 2024, the Group will persistently invest in advancing both its existing and new concepts and products, firmly entrenching product innovation within its very DNA.

Of notable significance is the Group unwavering commitment to nonalcoholic craft beers, as it continues to allocate substantial resources towards product development and brand activation in this thriving category. By prioritizing this area, the Group strives to meet the evolving demands and preferences of consumers, ensuring a compelling and captivating experience with its offerings

Foreign branches

The group has a foreign branch in Sweden.

Events after the balance sheet date

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

Consolidated income statement for 2023

	Notes	2023 DKK	2022 DKK
Revenue		249,616,242	247,086,571
Other operating income		3,529,299	2,252,842
Cost of sales		(93,481,570)	(121,881,503)
Other external expenses		(62,952,276)	(75,265,327)
Gross profit/loss		96,711,695	52,192,583
Staff costs	1	(94,096,357)	(102,667,952)
Depreciation, amortisation and impairment losses	2	(8,749,693)	(13,334,210)
Other operating expenses	3	(557,258)	0
Operating profit/loss		(6,691,613)	(63,809,579)
Income from investments in associates		259,018	0
Other financial income	4	480,137	1,747,657
Impairment losses on financial assets		(7,395,043)	0
Other financial expenses	5	(2,201,211)	(2,491,061)
Profit/loss before tax		(15,548,712)	(64,552,983)
Tax on profit/loss for the year	6	18,711	309,631
Profit/loss from continuing operations		(15,530,001)	(64,243,352)
Profit/loss from discontinued operations	7	(7,429,777)	(42,250,528)
Profit/loss for the year	8	(22,959,778)	(106,493,880)

Consolidated balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Acquired intangible assets		2,982,502	3,857,101
Goodwill		0	0
Intangible assets	9	2,982,502	3,857,101
Other fixtures and fittings, tools and equipment		10,413,769	12,051,639
Leasehold improvements		14,681,634	17,352,958
Property, plant and equipment	10	25,095,403	29,404,597
Investments in associates		234,248	0
Deposits		5,834,196	6,277,228
Financial assets	11	6,068,444	6,277,228
Fixed assets		34,146,349	39,538,926
Manufactured goods and goods for resale		18,647,816	26,712,126
Inventories		18,647,816	26,712,126
Trade receivables		9,031,590	8,324,111
Receivables from associates		810,293	2,311,659
Other receivables		4,513,341	5,325,299
Prepayments	12	4,755,246	3,849,288
Receivables		19,110,470	19,810,357
Cash		25,349,869	17,944,232
Current assets		63,108,155	64,466,715
Assets regarding discontinued operations	7	1,915,906	13,633,806
Assets		99,170,410	117,639,447

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital	13	134,122	128,951
Translation reserve		(1,426,366)	(2,152,700)
Retained earnings		59,194,757	64,960,092
Equity belonging to Parent's shareholders		57,902,513	62,936,343
Equity belonging to minority interests		(943,006)	(882,691)
Equity		56,959,507	62,053,652
Deferred tax	14	0	18,711
Provisions		0	18,711
Other payables		3,138,367	3,891,203
Non-current liabilities other than provisions	15	3,138,367	3,891,203
Bank loans		459,995	381,237
Trade payables		13,240,383	11,080,063
Tax payable		613,406	497,005
Other payables		19,271,465	27,483,850
Deferred income	16	5,124,281	4,546,244
Current liabilities other than provisions		38,709,530	43,988,399
Liabilities other than provisions		41,847,897	47,879,602
Liabilities regarding discontinued operations	7	363,006	7,687,482
Equity and liabilities		99,170,410	117,639,447
Unrecognised rental and lease commitments	18		
Contingent liabilities	19		
Assets charged and collateral	20		
Subsidiaries	21		

Consolidated statement of changes in equity for 2023

	Contributed capital DKK	Share premium DKK	Translation reserve DKK	Retained earnings DKK	Equity belonging to Parent's shareholders DKK
Equity beginning of year	128,951	0	(2,152,700)	64,960,092	62,936,343
Effect of divestments of entities etc.	0	0	0	0	0
Increase of capital	5,171	18,547,879	0	0	18,553,050
Transferred from share premium	0	(18,547,879)	0	18,547,879	0
Exchange rate adjustments	0	0	726,334	0	726,334
Other entries on equity	0	0	0	(950,069)	(950,069)
Profit/loss for the year	0	0	0	(23,363,145)	(23,363,145)
Equity end of year	134,122	0	(1,426,366)	59,194,757	57,902,513

	Equity belonging to minority interests DKK	Total DKK
Equity beginning of year	(882,691)	62,053,652
Effect of divestments of entities etc.	(463,682)	(463,682)
Increase of capital	0	18,553,050
Transferred from share premium	0	0
Exchange rate adjustments	0	726,334
Other entries on equity	0	(950,069)
Profit/loss for the year	403,367	(22,959,778)
Equity end of year	(943,006)	56,959,507

Consolidated cash flow statement for 2023

	Notes	2023 DKK	2022 DKK
Operating profit/loss		(6,691,613)	(63,809,579)
Operating profit/loss from discontinued operations		(3,036,353)	(48,196,852)
Amortisation, depreciation and impairment losses		8,749,693	27,409,342
Other provisions		0	(2,982,042)
Working capital changes	17	(4,857,710)	25,686,421
Adjustments to other operating income		(1,786,617)	0
Cash flow from ordinary operating activities		(7,622,600)	(61,892,710)
Financial income received		483,714	1,747,657
Financial expenses paid		(645,300)	(2,491,061)
Taxes refunded/(paid)		0	(1,952,001)
Other cash flows from operating activities		(180,072)	418,182
Cash flows from operating activities		(7,964,258)	(64,169,933)
Sale of intangible assets		311,023	699,556
Acquisition etc. of property, plant and equipment		(6,258,305)	(5,267,506)
Sale of property, plant and equipment		455,720	2,336,254
Sale of fixed asset investments		443,032	1,883,994
Disposal of enterprises		1,786,617	0
Cash flows from investing activities		(3,261,913)	(347,702)
Free cash flows generated from operations and investments before financing		(11,226,171)	(64,517,635)
Repayments of loans etc.		78,758	(525,803)
Cash capital increase		18,553,050	37,982,146
Cash flows from financing activities		18,631,808	37,456,343
Increase/decrease in cash and cash equivalents		7,405,637	(27,061,292)
Cash and cash equivalents beginning of year		17,944,232	45,005,524
Cash and cash equivalents end of year		25,349,869	17,944,232

Cash and cash equivalents at year-end are composed of:

Cash	25,349,869	17,944,232
Cash and cash equivalents end of year	25,349,869	17,944,232

Notes to consolidated financial statements

1 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	90,117,045	96,206,324
Pension costs	2,496,718	5,015,261
Other social security costs	1,314,788	1,395,613
Other staff costs	167,806	50,754
	94,096,357	102,667,952
Average number of full-time employees	209	226
	Remuneration of management 2023 DKK	Remuneration of management 2022 DKK
Total amount for management categories	3,171,968	8,744,000
	3,171,968	8,744,000

Special incentive programmes

The Company has issued warrants. As of 31 December 2023, participants have subscribed to a number of warrants, entitling the holders to collectively buy 4,475,453 warrants with a nominal value of DKK 44,754.53 in the Group, at a price agreed in advance and on the terms set out in Appendices 1 to 10 of the Articles of Association of the Company.

As of 31 December 2023, management participants have collectively subscribed to 313,039 warrants with a nominal value of DKK 31,303.9.

Management categories have been consolidated, as they comprised the same individuals throughout 2023.

Average number of employees in pro rate-consolidated enterprises

Average number of employees above contains an average number of employees in prorated consolidated enterprises: 9 in 2023 and 10 in 2022.

2 Depreciation, amortisation and impairment losses

	2023	2022
	DKK	DKK
Amortisation of intangible assets	563,576	987,218
Impairment losses on intangible assets	702,404	0
Depreciation on property, plant and equipment	7,483,713	10,855,328
Impairment losses on property, plant and equipment	0	1,415,148
Profit/loss from sale of intangible assets and property, plant and equipment	0	76,516
	8,749,693	13,334,210

3 Other operating expenses

Other operating expenses include a loss of 465 thousand DKK from the termination of a distribution agreement and a loss of 74 thousand DKK from the sale of property, plant, and equipment.

4 Other financial income

	2023	2022
	DKK	DKK
Other interest income	190,250	1,458,356
Exchange rate adjustments	0	14,654
Other financial income	289,887	274,647
	480,137	1,747,657

5 Other financial expenses

	2023	2022
	DKK	DKK
Other interest expenses	393,670	785,296
Exchange rate adjustments	1,555,911	1,680,075
Other financial expenses	251,630	25,690
	2,201,211	2,491,061

6 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Current tax	0	4,631
Change in deferred tax	(18,711)	(406,185)
Adjustment concerning previous years	0	91,923
	(18,711)	(309,631)

7 Discontinued operations

	2023	2022
	DKK	DKK
Revenue	9,552,671	24,287,888
Cost of sales	(644,825)	(19,290,871)
Other external expenses	(8,897,959)	(21,663,520)
Staff cost	(3,124,713)	(13,178,773)
Depreciation, amortisation and impairment losses	(4,314,951)	(12,405,252)
Profit/loss for the period	(7,429,777)	(42,250,528)
Post-tax profit/loss from discontinued operations	(7,429,777)	(42,250,528)
Plant and machinery	0	3,134,741
Other fixtures and fittings, tools and equipment	0	351,360
Deposits	392,589	1,321,828
Inventory	0	4,120,614
Trade receivables	0	983,961
Prepayments	0	2,394,306
Other receivables	202,341	0
Cash	1,320,976	1,326,996
Assets related to discontinued operations	1,915,906	13,633,806
Trade payables	185,605	2,967,357
Other payables	177,401	729,656
Deferred Income	0	504,369
Other Provisions	0	3,486,100
Liabilities related to discontinued operations	363,006	7,687,482

The discontinued operations pertain to the subsidiary, Stella Polly Inc., which is currently undergoing planned divestment. As part of this process, the Group will cease its brewery- and retail activities in the US.

8 Proposed distribution of profit/loss

	2023	2022
	DKK	DKK
Retained earnings	(23,363,145)	(106,980,432)
Minority interests' share of profit/loss	403,367	486,552
	(22,959,778)	(106,493,880)

9 Intangible assets

	Acquired intangible assets DKK	Goodwill DKK
Cost beginning of year	6,431,885	27,366,217
Addition through business combinations etc	0	702,404
Additions	21,120	0
Disposals	(450,000)	0
Cost end of year	6,003,005	28,068,621
Amortisation and impairment losses beginning of year	(2,574,784)	(27,366,217)
Impairment losses for the year	0	(702,404)
Amortisation for the year	(563,576)	0
Reversal regarding disposals	117,857	0
Amortisation and impairment losses end of year	(3,020,503)	(28,068,621)
Carrying amount end of year	2,982,502	0

10 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Leasehold improvements DKK
Cost beginning of year	35,127,588	60,403,725
Disposals on divestments etc.	(4,371,050)	(8,082,619)
Additions	2,320,262	3,938,043
Disposals	(458,672)	(3,109,391)
Cost end of year	32,618,128	53,149,758
Depreciation and impairment losses beginning of year	(23,075,949)	(43,050,767)
Disposals on divestments etc	3,032,582	7,171,477
Depreciation for the year	(2,342,108)	(5,141,605)
Reversal regarding disposals	181,116	2,552,771
Depreciation and impairment losses end of year	(22,204,359)	(38,468,124)
Carrying amount end of year	10,413,769	14,681,634

11 Financial assets

	Investments in associates DKK	Deposits DKK
Cost beginning of year	601,338	6,277,228
Disposals on divestments etc.	0	(453,380)
Additions	0	327,593
Disposals	0	(317,245)
Cost end of year	601,338	5,834,196
Revaluations beginning of year	(601,338)	0
Revaluations for the year	259,018	0
Other adjustments	(24,770)	0
Revaluations end of year	(367,090)	0
Carrying amount end of year	234,248	5,834,196

Associates	Registered in	Ownership %
Mexican Ranger ApS	Copenhagen, Denmark	50.00
Open Faced ApS	Copenhagen, Denmark	49.00
Mikkeller Bangkok Co., Ltd.	Bangkok, Thailand	49.00

12 Prepayments

Prepayments comprise of prepaid insurance policies and software subscriptions.

13 Contributed capital

	Number	Par value DKK	Nominal value DKK	Recorded par value DKK
A-Shares	7,599,915	0.01	75,999	75,999
B-Shares	2,248,827	0.01	22,489	22,489
D-Shares	1,843,229	0.01	18,432	18,432
F-Shares	1,720,199	0.01	17,202	17,202
	13,412,170		134,122	134,122

Each share has a par value of 0.01 DKK and represents one voting right.

14 Deferred tax

Changes during the year	2023 DKK	2022 DKK
Beginning of year	18,711	424,896
Recognised in the income statement	(18,711)	(406,185)
End of year	0	18,711

Deferred tax relates to intangible assets, plant and equipment and other provisions.

Management has chosen not to recognize the deferred tax asset relating to carryforward losses due to uncertainty of the usage period.

15 Non-current liabilities other than provisions

	Due after more than 12 months 2023 DKK
Other payables	3,138,367
	3,138,367

Other payables pertain to frozen holiday pay resulting from the implementation of the new Danish Holiday law. Payments of the frozen holiday pay is not expected within 12 months from the balance date and it therefore remains uncertain when these will be paid.

16 Deferred income

Deferred income comprises revenue relating to subsequent financial years.

17 Changes in working capital

	2023 DKK	2022 DKK
Increase/decrease in inventories	8,064,310	11,984,715
Increase/decrease in receivables	(6,695,156)	28,543,315
Increase/decrease in trade payables etc.	(6,226,864)	(14,841,609)
	(4,857,710)	25,686,421

18 Unrecognised rental and lease commitments

	2023 DKK	2022 DKK
Total liabilities under rental or lease agreements until maturity	31,814,686	48,060,668

19 Contingent liabilities

The Group may incur tax obligations in certain countries outside Denmark.

20 Assets charged and collateral

The company has provided guarantees in respect of landlord, which amounts to DKK 516.575.

21 Subsidiaries

	Registered in	Ownership %
Craft Brewery Holding ApS	Copenhagen, Denmark	100.00
Mikkeller ApS	Copenhagen, Denmark	100.00
StellaPolly Craft Beer ApS	Copenhagen, Denmark	100.00
Stella Polly Inc.	San Diego, USA	100.00
Mikkeller US Holding Inc.	Delaware, USA	100.00
Craft Beer Bar Holding ApS	Copenhagen, Denmark	100.00
Ramen Copenhagen ApS	Copenhagen, Denmark	75.29
Mikkeller DK Bars ApS	Copenhagen, Denmark	100.00
Stefansgade Bar ApS	Copenhagen, Denmark	100.00
Jægergårdsgade Bar ApS	Copenhagen, Denmark	100.00
Mikkellerbar Årsdale ApS	Copenhagen, Denmark	100.00
Fly High Club ApS	Copenhagen, Denmark	100.00
Kødbyen Brygpub ApS	Copenhagen, Denmark	100.00
Mikkeller Bar Helsinki OY	Helsinki, Finland	65.00
Mikkeller Bar Korea	Seoul, South Korea	51.00
Sp/f Mikkeller Torshavn	Torshavn, Faroe Islands	51.00
Mikkeller Beer (Shanghai) Co., Ltd.	Shanghai, China	84.00
Mikkeller Japan KK	Tokyo, Japan	70.00
Danish Craft Beer Spain S.L	Madrid, Spain	75.00
Mikkeller Craft Beer Germany GmbH	Berlin, Germany	90.00
TheGoodOldDays Limited	London, United Kingdom	80.00
You are a funny man AS	Oslo, Norway	100.00
Mikkeller Bar Paris SAS	Paris, France	100.00

The Social Beer Shop ApS	Copenhagen, Denmark	100.00
Mikkeller Taipei Ltd	Taipei, Taiwan	51.00

Despite several reminders, Management has not received accounting records for the recognition of the subsidiaries; Mikkeller Beer (Shanghai) Co., Ltd., Mikkeller Bar Korea, Mikkeller Bar Helsinki OY, Mikkeller Taipei Ltd and Danish Craft Beer Spain S.L. as at 31 December 2023.

Consequently, Management has assessed that it is not possible to recognise the companies in the consolidated financial statements of 2023 with reference to the Danish Financial Statements Act, S 114. At 31 December 2023, the companies total equity amounted to DKK 0.

Parent income statement for 2023

	Notes	2023 DKK	2022 DKK
Revenue		3,587,874	5,263,269
Other operating income		829,584	0
Other external expenses		(4,791,873)	(2,361,059)
Gross profit/loss		(374,415)	2,902,210
Staff costs	1	(3,293,324)	(8,977,550)
Operating profit/loss		(3,667,739)	(6,075,340)
Income from investments in group enterprises		(22,261,717)	(102,918,125)
Other financial income	2	2,469,209	2,068,566
Impairment losses on financial assets		(98,000)	0
Other financial expenses		(2,745)	(55,533)
Profit/loss before tax		(23,560,992)	(106,980,432)
Tax on profit/loss for the year	3	197,847	0
Profit/loss for the year	4	(23,363,145)	(106,980,432)

Parent balance sheet at 31.12.2023

Assets

	Notes	2023 DKK	2022 DKK
Investments in group enterprises		10,376,490	7,256,943
Receivables from group enterprises		49,880,374	58,204,878
Financial assets	5	60,256,864	65,461,821
Fixed assets		60,256,864	65,461,821
Trade receivables		315,645	67,595
Receivables from group enterprises		3,107,220	0
Other receivables		279,978	369,560
Tax receivable		0	221,213
Prepayments	6	1,241	3,118
Receivables		3,704,084	661,486
Cash		1,593,726	263,017
Current assets		5,297,810	924,503
Assets		65,554,674	66,386,324

Equity and liabilities

	Notes	2023 DKK	2022 DKK
Contributed capital		134,122	128,951
Translation reserve		(1,426,366)	(2,152,700)
Retained earnings		59,194,757	64,960,092
Equity		57,902,513	62,936,343
Other payables		334,143	277,664
Non-current liabilities other than provisions	7	334,143	277,664
Trade payables		3,671,515	773,000
Payables to group enterprises		2,933,763	360,083
Other payables		712,740	2,039,234
Current liabilities other than provisions		7,318,018	3,172,317
Liabilities other than provisions		7,652,161	3,449,981
Equity and liabilities		65,554,674	66,386,324
Contingent liabilities	8		
Assets charged and collateral	9		
Related parties with controlling interest	10		

Parent statement of changes in equity for 2023

	Contributed capital DKK	Share premium DKK	Translation reserve DKK	Retained earnings DKK	Total DKK
Equity beginning of year	128,951	0	(2,152,700)	64,960,092	62,936,343
Increase of capital	5,171	18,547,879	0	0	18,553,050
Transferred from share premium	0	(18,547,879)	0	18,547,879	0
Exchange rate adjustments	0	0	726,334	0	726,334
Other entries on equity	0	0	0	(950,069)	(950,069)
Profit/loss for the year	0	0	0	(23,363,145)	(23,363,145)
Equity end of year	134,122	0	(1,426,366)	59,194,757	57,902,513

Notes to parent financial statements

1 Staff costs

	2023	2022
	DKK	DKK
Wages and salaries	2,834,516	8,414,110
Pension costs	337,452	551,958
Other social security costs	15,180	11,482
Other staff costs	106,176	0
	3,293,324	8,977,550
Average number of full-time employees	2	5

	Remuneration of Manage- ment 2023 DKK	Remuneration of Manage- ment 2022 DKK
Total amount for management categories	1,791,968	8,744,000
	1,791,968	8,744,000

Special incentive programmes

The Company has issued warrants. As of 31 December 2023, participants have subscribed to a number of warrants, entitling the holders to collectively buy 4,475,453 warrants with a nominal value of DKK 44,754.53 in the Group, at a price agreed in advance and on the terms set out in Appendices 1 to 10 of the Articles of Association of the Company.

As of 31 December 2023, management participants have collectively subscribed to 313,039 warrants with a nominal value of DKK 31,303.9.

The Board of Directors and the Executive Board consists of the same persons.

2 Other financial income

	2023	2022
	DKK	DKK
Financial income from group enterprises	2,526,893	2,068,566
Exchange rate adjustments	(57,684)	0
	2,469,209	2,068,566

3 Tax on profit/loss for the year

	2023	2022
	DKK	DKK
Adjustment concerning previous years	(197,847)	0
	(197,847)	0

4 Proposed distribution of profit and loss

	2023	2022
	DKK	DKK
Retained earnings	(23,363,145)	(106,980,432)
	(23,363,145)	(106,980,432)

5 Financial assets

	Investments in group enterprises DKK	Receivables from group enterprises DKK
Cost beginning of year	29,061,105	268,253,197
Additions	0	27,078,352
Disposals	0	(9,797,857)
Cost end of year	29,061,105	285,533,692
Impairment losses beginning of year	(21,804,162)	(210,048,319)
Exchange rate adjustments	726,334	0
Adjustments on equity	(950,069)	0
Share of profit/loss for the year	(22,261,717)	0
Impairment losses for the year	0	(25,604,999)
Investments with negative equity value depreciated over receivables	25,604,999	0
Impairment losses end of year	(18,684,615)	(235,653,318)
Carrying amount end of year	10,376,490	49,880,374

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

Despite several reminders, Management of Craft Beer Bar Holding ApS has not received accounting records for the recognition of the subsidiaries; Mikkeller Beer (Shanghai) Co., Ltd., Mikkeller Bar Korea, Mikkeller Bar Helsinki OY, Mikkeller Taipei Ltd and Danish Craft Beer Spain S.L. as at 31 December 2023.

Consequently, Management has assessed that it is not possible to recognise the companies in the consolidated financial statements of 2023 with reference to the Danish Financial Statements Act, S 114. At 31 December 2023, the companies total equity amounted to DKK 0.

6 Prepayments

Prepayments comprise of prepaid insurance policies and software subscriptions.

7 Non-current liabilities other than provisions

	Due after more than 12 months 2023 DKK
Other payables	334,143
	334,143

Other payables pertain to frozen holiday pay resulting from the implementation of the new Danish Holiday law. Payments of the frozen holiday pay is not expected within 12 months from the balance date and it therefore remains uncertain when these will be paid.

8 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for these entities.

The Entity has issued a letter of support to the subsidiaries by which the Parent is irrevocably obligated to support the subsidiary in fulfilling its obligations until 31 December 2024.

9 Assets charged and collateral

The Entity has provided a guarantee whereby the guarantor assumes primary liability for group enterprises and joint ventures' payables to credit institutions. The guarantee is unlimited.

10 Related parties with controlling interest

The Company has not traded with, granted loans to, pledged collateral, provided recourse guarantees to or undertaken guarantee obligations for the Board of Directors, the Executive Board or the shareholder or any non-group enterprises in which the parties concerned have interests.

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year.

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence. Enterprises in which the Group, directly or indirectly, holds between 20% and 50% of the voting rights and exercises significant, but not controlling influence are regarded as associates.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group's accounting policies.

Subsidiaries' financial statement items are recognised in full in the consolidated financial statements. Minority interests' proportionate share of profit or loss is presented as a separate item in Management's proposal for distribution of profit or loss, and their share of subsidiaries' net assets is presented as a separate item in group equity.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries' net assets at the acquisition date, with net assets having been calculated at fair value.

Despite several reminders, Management has not received accounting records for the recognition of the subsidiaries; Mikkeller Beer (Shanghai) Co., Ltd., Mikkeller Bar Korea, Mikkeller Bar Helsinki OY, Mikkeller Taipei Ltd and Danish Craft Beer Spain S.L. as at 31 December 2023.

Consequently, Management has assessed that it is not possible to recognise the companies in the consolidated financial statements of 2023 with reference to the Danish Financial Statements Act, S 114. At 31 December 2023, the companies total equity amounted to DKK 0.

Discontinued operations

Discontinued operations are material business areas or geographical areas planned, or decided, to be disposed of, discontinued or abandoned and which may be separated from the Entity's other operations.

Results from discontinued operations are presented in the income statement as a separate item consisting of profit/loss after tax of the relevant operation and any gains or losses from fair value adjustments or sale of the assets and liabilities related to the operation.

Assets relating to the discontinued operations are presented separately in the balance sheet as assets related to discontinued operations. Liabilities related to the discontinued operations are presented separately in the balance sheet as liabilities related to discontinued operations.

The comparative figures in the income statement and the balance sheet are not restated.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates as well as out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in equity.

Income statement

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other operating income

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

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

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 as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other operating expenses

Other operating expenses comprise expenses of a secondary nature as viewed in relation to the Entity's primary activities, including loss from the sale of intangible assets and property, plant and equipment.

Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of internal profits or losses.

Income from investments in associates

Income from investments in associates comprises the pro rata share of the individual associates' profit/loss after elimination of internal profits or losses.

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 as well as tax relief under the Danish Tax Prepayment Scheme etc.

Impairment losses on financial assets

Impairment losses on financial assets comprises impairment losses on financial assets which are not measured at fair value on a current basis.

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

Goodwill

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful lives are reassessed annually. The amortisation periods used are 10 years. Goodwill is written down to the lower of recoverable amount and carrying amount.

No residual value is used in the calculation of amortisations.

Intellectual property rights etc.

Intellectual property rights etc comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised over their remaining duration, and licences are amortised over the term of the agreement.

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

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:

Acquired rights	3-10 years
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Estimated useful lives and residual values are reassessed annually. No residual value is used in the calculation of amortisations.

Property, plant and equipment

Plant and machinery as well as leasehold improvements, 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.

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

	Useful life
Other fixtures and fittings, tools and equipment	3-10 years
Leasehold improvements	3-5 years

Estimated useful lives and residual values are reassessed annually. No residual value is used in the calculation of amortisations.

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

Investments in group enterprises

In the parent financial statements, investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits and losses.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to Reserve for net revaluation according to the equity method under equity.

Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. Useful lives are reassessed annually. The amortisation periods used are 10 years.

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

Investments in associates

Investments in associates are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity values plus unamortised goodwill and plus or minus unrealised pro rata intra-group profits and losses.

Associates with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment.

If the Parent has a legal or constructive obligation to cover the liabilities of the relevant associate, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in associates is transferred to Reserve for net revaluation according to the equity method under equity.

Investments in associates are written down to the lower of recoverable amount and carrying amount.
recoverable amount and carrying amount.

Investments in associates fall within the definitions of both participating interests and associates, yet in these consolidated financial statements they have been presented as investments in associates because this designation reflects more accurately the Group's involvement in the relevant entities.

Receivables

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

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost of raw materials, manufactured goods and work in progress consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

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.

Minority interests

On initial recognition, minority interests are measured at the minority interests' share of the acquiree's net assets measured at fair value. No goodwill related to the minority interests' equity interests in the acquiree is recognised.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

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.

Cash flow statement

The cash flow statement shows cash flows from operating, investing and financing activities as well as cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes and income taxes paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments as well as purchase, development, improvement and sale, etc of intangible assets and property, plant and equipment, including acquisition of assets held under finance leases.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs as well as the raising of loans, inception of finance leases, instalments on interest-bearing debt, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank loans.