



Craft Beer Bar Holding ApS

Humletorvet 27, 3.
1799 København V
CVR No. 34740283

Annual report 2019

The Annual General Meeting adopted the
annual report on 10.07.2020

Mikkel Borg Bjergsø

Chairman of the General Meeting

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Entity details

Entity

Craft Beer Bar Holding ApS

Humletorvet 27, 3.

1799 København V

CVR No.: 34740283

Registered office: København

Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Asbjørn Hangaard Joensen, Chairman

Jacob Gram Alsing

Mikkel Borg Bjergsø

Executive Board

Jacob Gram Alsing

Mikkel Borg Bjergsø

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

Weidekampsgade 6

P. O. Box 1600

0900 Copenhagen C

Lead Client Service Partner: Bjørn Winkler Jakobsen

Statement by Management

The Executive Board have today considered and approved the annual report of Craft Beer Bar Holding 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, 10.07.2020

Executive Board

Jacob Gram Alsing

Mikkel Borg Bjergsø

Board of Directors

Asbjørn Hangaard Joensen
Chairman

Jacob Gram Alsing

Mikkel Borg Bjergsø

Independent auditor's report

To the shareholders of Craft Beer Bar Holding ApS

Opinion

We have audited the financial statements of Craft Beer Bar Holding 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, 10.07.2020

Deloitte

Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

Hans Tauby

State Authorised Public Accountant
Identification No (MNE) mne44339

Management commentary

Primary activities

The company's activities comprise investment in group enterprises and associates.

The company is a subsidiary of Bjergsø Holding ApS, Copenhagen, CVR no. 34 69 63 49, which prepares consolidated financial statements.

Development in activities and finances

The income statement for the period 01.01.19 – 31.12.19 shows a loss of DKK 7.207 thousand compared to a loss of DKK 4.255 thousand for the period 01.01.18 – 31.12.18. The balance sheet shows a negative equity of DKK 1.738 thousand.

The management has found that the equity is lost per 31 December 2019. The management is working on a plan to re-establish the equity and improve the cash flow through the income from investments in group enterprises.

The management expects that it will be possible for the company to pay its liabilities as they become due and has presented the annual report based on going concern.

The company is part of the Bjergsø Group, which is a strong and well consolidated group. The company has received declaration of support from the group, which results in certainty about the company's capability of continuing operation.

Events after the balance sheet date

The outbreak of COVID-19 escalated in early 2020, which changed the market conditions dramatically and have had a negative impact on the Company and its subsidiaries.

The activities in most subsidiaries was locked down for a period between March-May, which will affect the 2020 revenue and result negatively. The Company and its subsidiaries has to a reasonable extent managed to reduce the effects of this decline in revenue by cost savings. To this, the governmental furlough schemes have been used to secure as many jobs as possible. In late May, most of the subsidiaries started its activities again under certain precautions from the government.

At the time of reporting, it is uncertain to determine the total size of the negative COVID-19 impact, but Management considers the Company's financial position to be sufficient to get through the COVID-19 crisis. Referring to note 1 "Going concern" regarding the received declaration of support from the group.

Other than the above, no events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

Income statement for 2019

	Notes	2019 DKK	2018 DKK
Gross profit/loss		(637,875)	(89,248)
Income from investments in group enterprises		(11,423,991)	(7,690,755)
Income from investments in associates		4,098,778	2,773,122
Other financial income	3	1,374,093	965,581
Other financial expenses	4	(584,251)	(26,905)
Profit/loss before tax		(7,173,246)	(4,068,205)
Tax on profit/loss for the year	5	(33,433)	(186,893)
Profit/loss for the year		(7,206,679)	(4,255,098)
Proposed distribution of profit and loss			
Retained earnings		(7,206,679)	(4,255,098)
Proposed distribution of profit and loss		(7,206,679)	(4,255,098)

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Investments in group enterprises		20,910,882	14,165,046
Receivables from group enterprises		39,365,936	0
Investments in associates		3,078,721	6,120,833
Receivables from associates		7,961,403	0
Other financial assets	6	71,316,942	20,285,879
Fixed assets		71,316,942	20,285,879
Receivables from group enterprises		0	31,488,040
Receivables from associates		245,792	7,107,599
Other receivables		0	5,202
Receivables		245,792	38,600,841
Cash		3,637,262	359,772
Current assets		3,883,054	38,960,613
Assets		75,199,996	59,246,492

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital		160,000	160,000
Reserve for net revaluation according to the equity method		0	12,935,616
Retained earnings		(1,898,045)	(7,128,994)
Equity		(1,738,045)	5,966,622
Payables to group enterprises		73,502,644	53,053,621
Non-current liabilities other than provisions	7	73,502,644	53,053,621
Trade payables		171,429	39,375
Payables to group enterprises		3,230,535	0
Joint taxation contribution payable		33,433	186,874
Current liabilities other than provisions		3,435,397	226,249
Liabilities other than provisions		76,938,041	53,279,870
Equity and liabilities		75,199,996	59,246,492

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Statement of changes in equity for 2019

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Total DKK
Equity beginning of year	160,000	12,935,616	(7,128,994)	5,966,622
Exchange rate adjustments	0	39,428	0	39,428
Other entries on equity	0	0	(537,416)	(537,416)
Dividends from group enterprises	0	(8,000,000)	8,000,000	0
Profit/loss for the year	0	(4,975,044)	(2,231,635)	(7,206,679)
Equity end of year	160,000	0	(1,898,045)	(1,738,045)

Other entries on equity is related to goodwill in relation to step acquisitions which amounts to 537.416 DKK.

Notes

1 Going concern

The management has found that the equity is lost per 31 December 2019. The management is working on a plan to re-establish the equity and improve the cash flow through the income from investments in group enterprises.

The management expects that it will be possible for the company to pay its liabilities as they become due and has presented the annual report based on going concern.

The company is part of the Bjergsø Group, which is a strong and well consolidated group. The company has received declaration of support from the group, which results in certainty about the company's capability of continuing operation.

2 Events after the balance sheet date

The outbreak of COVID-19 escalated in early 2020, which changed the market conditions dramatically and have had a negative impact on the Company and its subsidiaries.

The activities in most subsidiaries was locked down for a period between March-May, which will affect the 2020 revenue and result negatively. The Company and its subsidiaries has to a reasonable extent managed to reduce the effects of this decline in revenue by cost savings. To this, the governmental furlough schemes have been used to secure as many jobs as possible. In late May, most of the subsidiaries started its activities again under certain precautions from the government.

At the time of reporting, it is uncertain to determine the total size of the negative COVID-19 impact, but Management considers the Company's financial position to be sufficient to get through the COVID-19 crisis. Referring to note 1 "Going concern" regarding the received declaration of support from the group.

Other than the above, no events have occurred after the balance sheet date to this date, which would influence the evaluation of this annual report.

3 Other financial income

	2019	2018
	DKK	DKK
Financial income from group enterprises	1,144,747	723,618
Other interest income	131	0
Exchange rate adjustments	229,215	241,963
	1,374,093	965,581

4 Other financial expenses

	2019 DKK	2018 DKK
Financial expenses from group enterprises	584,251	0
Exchange rate adjustments	0	26,905
	584,251	26,905

5 Tax on profit/loss for the year

	2019 DKK	2018 DKK
Current tax	33,433	186,874
Adjustment concerning previous years	0	19
	33,433	186,893

6 Financial assets

	Investments in group enterprises DKK	Investments in associates DKK
Cost beginning of year	27,520,757	553,138
Disposals on divestments etc	0	(100,000)
Additions	15,336,754	223,200
Disposals	(69,415)	0
Cost end of year	42,788,096	676,338
Revaluations beginning of year	(13,355,711)	5,567,695
Disposals on divestments etc	(6,736)	380,118
Exchange rate adjustments	143,868	(62,792)
Share of profit/loss for the year	(11,423,991)	3,818,661
Dividend	0	(8,000,000)
Investments with negative equity value depreciated over receivables	2,765,356	698,701
Revaluations end of year	(21,877,214)	2,402,383
Carrying amount end of year	20,910,882	3,078,721

Investments in subsidiaries	Registered in	Equity interest %
Stefansgade Bar ApS	Copenhagen, Denmark	100
Refshaleøen Barrel Room ApS	Copenhagen, Denmark	100
Viktoriagade Smørrebrød ApS	Copenhagen, Denmark	100
Viktoriagade Bar ApS	Copenhagen, Denmark	100
Ramen Copenhagen ApS	Copenhagen, Denmark	75
Jægersgårdsgade Bar ApS	Copenhagen, Denmark	100
Mikkeller Japan Kabushiki Kaisha	Tokyo, Japan	70
Mikkeller Brill Östermalm AB	Stockholm, Sweden	80
Danish Craft Beer Spain, S.L	Barcelona, Spain	75
Mikkeller Craft Beer Germany GmbH	Berlin, Germany	90
Mikkeller Bar Korea	Seoul, South Korea	51
Mikkeller Torshavn	Torshavn, Faroe Islands	51
Mikkeller Meatpacking ApS	Copenhagen, Denmark	100
Mile High Club ApS	Copenhagen, Denmark	100
Mikkeller Årsdale ApS	Copenhagen, Denmark	100
Mikkeller Taipei Ltd	Taipei, Taiwan	51
Mikkeller Bar Warsaw sp. Z o.o	Warsaw, Poland	51
Mikkeller Romania SRL	Bucharest, Romania	51
Mikkeller Bar Helsinki OY	Helsinki, Finland	65
TheGoodOldDays Limited	London, United Kingdom	80
You are a funny man AS	Oslo, Norway	100
Mikkeller Bar Paris SAS	Paris, France	100
Mikkeller Beer (Shanghai) Co., Ltd.	Shanghai, China	51

Investments in associates	Registered in	Equity interest %
Mikkeller Bangkok Co., Ltd	Bangkok, Thailand	49
Kødbyen Brygpub ApS	Copenhagen, Denmark	50
Mexican Ranger ApS	Copenhagen, Denmark	50
Bean Geeks Chocolate ApS	Copenhagen, Denmark	50
Open Faced ApS	Copenhagen, Denmark	49
Wine Mail ApS	Copenhagen, Denmark	50

7 Non-current liabilities other than provisions

	Due after more than 12 months 2019 DKK
Payables to group enterprises	73,502,644
	73,502,644

Payables to group enterprises falls due within 5 years.

8 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Bjergsø Holding ApS serves as the administration company. 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 the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

9 Assets charged and collateral

Collateral provided for group enterprises

The Company has provided a guarantee for Kødbyen Brygpub ApS whereby the guarantor assumes primary liability for associates' debt to credit institutions. The guarantee is unlimited. The associates' debt to the credit institutions concerned amounts to DKK 0k at the balance sheet date.

Collateral provided for group enterprises

The Entity has issued a letter of support to the subsidiaries which the Parent is irrevocably obligated to support the subsidiaries in fulfilling its obligations until 31 December 2020.

10 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Bjergsø Holding ApS, Copenhagen, Denmark

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.

Consolidated financial statements

Referring to section 112(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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.

Business combinations

Newly acquired or newly established enterprises are recognised in the financial statements from the time of acquiring or establishing such enterprises. Divested or wound-up enterprises are recognised in the income statement up to the time of their divestment or winding-up.

The purchase method is applied at the acquisition of new enterprises, under which identifiable assets and liabilities of these enterprises are measured at fair value at the acquisition date. Provisions for costs of restructuring of the enterprise acquired are only made in so far as such restructuring was decided by the enterprise acquired prior to acquisition. Allowance is made for the tax effect of restatements.

Positive differences in amount (goodwill) between cost of the acquired share and fair value of the assets and liabilities taken over are recognised under intangible assets, and they are amortised systematically over the income statement based on an individual assessment of their useful lives. If the useful life cannot be estimated reliably, it is fixed at 10 years. Useful life is reassessed annually.

The uniting-of-interests method is applied on acquisition of enterprises, mergers, demergers, contributions

of assets and exchanges of shares, etc where the enterprises concerned are controlled by the Parent. Under the uniting-of-interests method, the acquiree's assets and liabilities are recognised at their carrying amounts, adjusted for any differences in accounting policies. The difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity. The comparative figures are restated.

The uniting-of-interests method is applied on acquisition of enterprises, mergers, demergers, contributions of assets and exchanges of shares, etc where the enterprises concerned are controlled by the Parent, under which method the combination is considered completed at the date of acquisition without restatement of comparative figures. Under the uniting-of-interests method, the acquiree's assets and liabilities are recognised at their carrying amounts, adjusted for any differences in accounting policies and accounting estimates. The difference between the consideration agreed and the carrying amount of the acquiree is recognised in equity.

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.

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 and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are classified directly as equity.

Exchange adjustments of outstanding accounts with independent foreign subsidiaries, which are considered part of the total investment in the subsidiary in question, are classified directly as equity.

When recognising foreign subsidiaries that are integral entities, monetary assets and liabilities are translated using the exchange rates at the balance sheet date. Non-monetary assets and liabilities are translated at the exchange rate at the time of acquisition or the time of any subsequent revaluation or writedown. The items of the income statement are translated at the average rates of the months; however, items deriving from non-monetary assets and liabilities are translated using the historical rates applicable to the relevant non-monetary items.

Income statement

Gross profit or loss

Gross profit or loss comprises external expenses.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for external interest.

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 intra-group 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 intra-group 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, 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, payables and transactions in foreign currencies 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**Investments in group enterprises**

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 or losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in group enterprises.

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.

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 associates' equity value plus unamortised goodwill and plus or minus unrealised pro rata intra-group profits and losses. Refer to the above section on business combinations for more details about the accounting policies used on acquisitions of investments in associates.

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 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 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.

Receivables

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

Cash

Cash comprises bank deposits.

Other financial liabilities

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

Joint taxation contributions payable or receivable

Current joint taxation contributions receivable or joint taxation contributions payable are recognised in the balance sheet, calculated as tax computed on the taxable income of the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.