



TINDERBOX ENTERTAINMENT ApS

Studsgade 35 B, st.
8000 Aarhus C
CVR No. 36069848

Annual report 2022

The Annual General Meeting adopted the
annual report on 29.06.2023

Flemming Myllerup

Chairman of the General Meeting

Contents

Entity details	2
Statement by Management	3
Independent auditor's report	4
Management commentary	7
Income statement for 2022	8
Balance sheet at 31.12.2022	9
Statement of changes in equity for 2022	11
Notes	12
Accounting policies	15

Entity details

Entity

TINDERBOX ENTERTAINMENT ApS

Studsgade 35 B, st.

8000 Aarhus C

Business Registration No.: 36069848

Registered office: Aarhus

Financial year: 01.01.2022 - 31.12.2022

Executive Board

Flemming Myllerup

Brian Nielsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus C

Lead Client Service Partner : Mads Fauerskov

Statement by Management

The Executive Board has today considered and approved the annual report of TINDERBOX ENTERTAINMENT ApS for the financial year 01.01.2022 - 31.12.2022.

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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022.

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.

Aarhus, 29.06.2023

Executive Board

Flemming Myllerup

Brian Nielsen

Independent auditor's report

To the shareholders of TINDERBOX ENTERTAINMENT ApS

Opinion

We have audited the financial statements of TINDERBOX ENTERTAINMENT ApS for the financial year 01.01.2022 - 31.12.2022, 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 31.12.2022 and of the results of its operations for the financial year 01.01.2022 - 31.12.2022 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 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 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.

Aarhus, 29.06.2023

Deloitte

Statsautoriseret Revisionspartnerselskab

CVR No. 33963556

Mads Fauerskov

State Authorised Public Accountant

Identification No (MNE) mne35428

Sune Pagh Sølvsteen

State Authorised Public Accountant

Identification No (MNE) mne47819

Management commentary

Primary activities

The Company's primary activity is to arrange the festival Tinderbox.

Development in activities and finances

The income statement of the Company for 2022 shows a profit of DKK 22.6m, and at 31 December 2022 the balance sheet of the Company shows equity of DKK (7.1)m.

The Group's budget shows enough liquidity for the Group's future operations. For further information on this and our liquidity, please see note 1.

The Company is subject to the rule in section 119 of the Danish Companies Act on loss of capital, and Management will report on the Company's financial position in connection with the presentation of the annual report at the annual general meeting. The Company's Management expects to be able to restore the equity through its earnings.

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.

Income statement for 2022

	Notes	2022 DKK	2021 DKK
Gross profit/loss	2	23,070,983	(641,808)
Depreciation, amortisation and impairment losses	3	(178,858)	0
Operating profit/loss		22,892,125	(641,808)
Other financial income	4	36,437	1,302
Other financial expenses	5	(1,055,984)	(300,001)
Profit/loss before tax		21,872,578	(940,507)
Tax on profit/loss for the year	6	733,529	(241,349)
Profit/loss for the year		22,606,107	(1,181,856)
Proposed distribution of profit and loss			
Retained earnings		22,606,107	(1,181,856)
Proposed distribution of profit and loss		22,606,107	(1,181,856)

Balance sheet at 31.12.2022

Assets

	Notes	2022 DKK	2021 DKK
Other fixtures and fittings, tools and equipment		357,717	0
Property, plant and equipment	7	357,717	0
Fixed assets		357,717	0
Manufactured goods and goods for resale		111,253	208,383
Inventories		111,253	208,383
Trade receivables		1,373,058	811,257
Deferred tax	8	4,381,000	2,238,000
Other receivables		5,606,953	28,949,158
Joint taxation contribution receivable		0	4,978
Prepayments		40,000	336,609
Receivables		11,401,011	32,340,002
Cash		6,589,069	298,463
Current assets		18,101,333	32,846,848
Assets		18,459,050	32,846,848

Equity and liabilities

	Notes	2022 DKK	2021 DKK
Contributed capital		500,000	500,000
Retained earnings		(7,575,090)	(30,181,197)
Equity		(7,075,090)	(29,681,197)
Prepayments received from customers	9	19,065,994	28,336,099
Trade payables		4,084,624	6,776,695
Payables to group enterprises		926,096	24,958,112
Joint taxation contribution payable		1,409,471	0
Other payables	10	47,955	2,457,139
Current liabilities other than provisions		25,534,140	62,528,045
Liabilities other than provisions		25,534,140	62,528,045
Equity and liabilities		18,459,050	32,846,848
Going concern	1		
Employees	11		
Unrecognised rental and lease commitments	12		
Contingent liabilities	13		
Non-arm's length-related party transactions	14		
Group relations	15		

Statement of changes in equity for 2022

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500,000	(30,181,197)	(29,681,197)
Profit/loss for the year	0	22,606,107	22,606,107
Equity end of year	500,000	(7,575,090)	(7,075,090)

The Company is subject to the rule in section 119 of the Danish Companies Act on loss of capital, and Management will report on the Company's financial position in connection with the presentation of the annual report at the annual general meeting. The Company's Management expects to be able to restore the equity through its earnings.

Notes

1 Going concern

The Company has sufficient liquidity for future operations. The company is a part of the Superstruct Denmark group, which also owns the festival Northside and DTD Concerts. The Group is run as one unified group, where DTD Holding ApS supports the subsidiaries in the Group.

In 2022 The Group's activities has led to a profit and positive cash flows. In 2023 the management expect to generate profit in the group and have sufficient funds from own operations. It is the management's assessment that the Group is sufficiently secured for the future, which is why the management presents the consolidated financial statements on the assumption of continued operations. Furthermore, the Group's parent company intends to support the group financially if necessary.

2 Gross profit/loss

Other operating income, which is part of gross profit, included compensation from the Covid-19 aid packages related to events due to the outbreak and spread of Covid-19 in 2022 amounting to DKK 0, and in 2021 DKK 18,315k.

3 Depreciation, amortisation and impairment losses

	2022 DKK	2021 DKK
Depreciation of property, plant and equipment	178,858	0
	178,858	0

4 Other financial income

	2022 DKK	2021 DKK
Financial income from group enterprises	26,934	0
Other interest income	9,503	1,302
	36,437	1,302

5 Other financial expenses

	2022 DKK	2021 DKK
Financial expenses from group enterprises	907,419	294,471
Other interest expenses	126,271	5,339
Exchange rate adjustments	22,294	191
	1,055,984	300,001

6 Tax on profit/loss for the year

	2022 DKK	2021 DKK
Current tax	1,409,471	0
Change in deferred tax	(2,143,000)	246,327
Refund in joint taxation arrangement	0	(4,978)
	(733,529)	241,349

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK
Additions	536,575
Cost end of year	536,575
Depreciation for the year	(178,858)
Depreciation and impairment losses end of year	(178,858)
Carrying amount end of year	357,717

8 Deferred tax

Deferred tax comprises tax loss carry-forwards expected to be utilised within the next year in the joint taxation contribution.

9 Prepayments received from customers

Prepayments received from customers consist of income from sold tickets for the 2023 festival.

10 Other payables

	2022 DKK	2021 DKK
VAT and duties	0	2,457,139
Other costs payable	47,955	0
	47,955	2,457,139

11 Employees

The Entity has no employees other than the Executive Board. The Executive board has not received any remuneration in this company. The payment is performed through intercompany transactions.

12 Unrecognised rental and lease commitments

	2022 DKK	2021 DKK
Liabilities under rental or lease agreements until maturity in total	629,069	1,036,088

The Company has entered into a funding agreement in which they have stated that they will host the festival

Tinderbox every year until 2024.

13 Contingent liabilities

At 31 December 2022, the Company entered into contractual obligations with third parties regarding the delivery of music services to the festival in 2023.

The Entity participates in a Danish joint taxation arrangement where Superstruct Denmark Holdings 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.

14 Non-arm's length related party transactions

All related party transactions are carried out on an arm's length basis. The Group's intercompany loans, however, carry interest at a fixed rate which is different from the return on loans to the Group's foreign parent company.

15 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Superstruct Denmark Holdings ApS, Aarhus

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 a few provisions for reporting class C.

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

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.

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.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, other operating income, cost of sales and external expenses.

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. Ticket revenue is recognized when the festival is held.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, here compensation from Covid-19 restrictions.

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.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to equipment and intangible comprise depreciation, amortisation and impairment losses for the financial year.

Other financial income

Other financial income comprises interest income etc.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises 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.

The Entity is jointly taxed with all Danish group enterprises. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet**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.

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 years

Estimated useful lives and residual values are reassessed annually.

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

Inventories

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

Cost consists of purchase price plus delivery costs. Cost of manufactured goods consists of costs of raw materials.

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

Receivables

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

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.

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.

Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for 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.

Prepayments

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

Cash

Cash comprises bank deposits.

Other financial liabilities

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

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.