

Stellapolly Craft Beer ApS

Humletorvet 27, 3.
1799 København V
Business Registration No
36965231

Annual report 2018

The Annual General Meeting adopted the annual report on 07.06.2019

Chairman of the General Meeting

Name: Mikkel Borg Bjergsø

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Entity details

Entity

Stellapolly Craft Beer ApS
Humletorvet 27, 3.
1799 København V

Central Business Registration No (CVR): 36965231

Registered in: København

Financial year: 01.01.2018 - 31.12.2018

Executive Board

Mikkel Borg Bjergsø

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C
Lead Client Service Partner: Bjørn Winkler Jakobsen

Statement by Management on the annual report

The Executive Board have today considered and approved the annual report of Stellapolly Craft Beer ApS for the financial year 01.01.2018 - 31.12.2018.

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

In my opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

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

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

København, 07.06.2019

Executive Board

Mikkel Borg Bjergsø

Independent auditor's report

To the shareholder of Stellapolly Craft Beer ApS

Opinion

We have audited the financial statements of Stellapolly Craft Beer ApS for the financial year 01.01.2018 - 31.12.2018, 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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 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:

Independent auditor's report

- 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.

Independent auditor's report

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.

København, 07.06.2019

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No (CVR)
33963556

Mads Fauerskov
State Authorised Public Accountant
Identification No (MNE) mne35428

Hans Tauby
State Authorised Public Accountant
Identification No (MNE) mne44339

Management commentary

Primary activities

The company's activities comprise in development, manufacturing and sale of quality beers and spirits under the trademark "Mikkeller". The production takes place in cooperation with leading breweries in Denmark and abroad.

Development in activities and finances

The income statement for the period 01.01.18 - 31.12.18 shows a loss of DKK 6.527 thousand against DKK 2.617 thousand for the period 01.01.17 - 31.12.17. The balance sheet shows a negative equity of DKK 14.140 thousand.

The company is part of the Bjergsø Group, which is a strong and well consolidated group. The company will receive support from the Group if needed.

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 2018

	<u>Notes</u>	<u>2018</u> <u>DKK</u>	<u>2017</u> <u>DKK</u>
Gross profit/loss		(146.737)	26.671
Income from investments in group enterprises		(6.413.014)	(2.637.609)
Other financial expenses		<u>0</u>	<u>29</u>
Profit/loss before tax		(6.559.751)	(2.610.909)
Tax on profit/loss for the year	2	<u>32.266</u>	<u>(5.853)</u>
Profit/loss for the year		<u>(6.527.485)</u>	<u>(2.616.762)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(6.527.485)</u>	<u>(2.616.762)</u>
		<u>(6.527.485)</u>	<u>(2.616.762)</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Investments in group enterprises		<u>36.684.752</u>	<u>29.815.813</u>
Fixed asset investments	3	<u>36.684.752</u>	<u>29.815.813</u>
Fixed assets		<u>36.684.752</u>	<u>29.815.813</u>
Joint taxation contribution receivable		<u>32.282</u>	<u>0</u>
Receivables		<u>32.282</u>	<u>0</u>
Cash		<u>11.210</u>	<u>86.185</u>
Current assets		<u>43.492</u>	<u>86.185</u>
Assets		<u>36.728.244</u>	<u>29.901.998</u>

Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018</u> <u>DKK</u>	<u>2017</u> <u>DKK</u>
Contributed capital		50.000	50.000
Retained earnings		<u>(14.189.830)</u>	<u>(8.886.426)</u>
Equity		<u>(14.139.830)</u>	<u>(8.836.426)</u>
Payables to group enterprises	4	<u>48.787.572</u>	<u>38.707.572</u>
Non-current liabilities other than provisions		<u>48.787.572</u>	<u>38.707.572</u>
Payables to group enterprises		2.008.627	0
Income tax payable		0	5.852
Other payables		<u>71.875</u>	<u>25.000</u>
Current liabilities other than provisions		<u>2.080.502</u>	<u>30.852</u>
Liabilities other than provisions		<u>50.868.074</u>	<u>38.738.424</u>
Equity and liabilities		<u>36.728.244</u>	<u>29.901.998</u>
Going concern	1		
Contingent liabilities	5		
Related parties with controlling interest	6		
Group relations	7		

Statement of changes in equity for 2018

	Contributed capital DKK	Retained earnings DKK	Total DKK
	<u>DKK</u>	<u>DKK</u>	<u>DKK</u>
Equity beginning of year	50.000	(8.886.426)	(8.836.426)
Exchange rate adjustments	0	1.224.081	1.224.081
Profit/loss for the year	<u>0</u>	<u>(6.527.485)</u>	<u>(6.527.485)</u>
Equity end of year	<u>50.000</u>	<u>(14.189.830)</u>	<u>(14.139.830)</u>

Notes

1. Going concern

The management has found that the equity is lost per 31 December 2018 and that the current liabilities exceeds the current assets in the balance sheet. 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.

	2018	2017
	DKK	DKK
2. Tax on profit/loss for the year		
Current tax	(32.282)	5.852
Adjustment concerning previous years	16	1
	<u>(32.266)</u>	<u>5.853</u>
		Invest- ments in group enterprises DKK
3. Fixed asset investments		
Cost beginning of year		38.453.034
Additions		<u>12.057.872</u>
Cost end of year		<u>50.510.906</u>
Impairment losses beginning of year		(8.637.221)
Exchange rate adjustments		1.224.081
Amortisation of goodwill		(1.337.095)
Share of profit/loss for the year		<u>(5.075.919)</u>
Impairment losses end of year		<u>(13.826.154)</u>
Carrying amount end of year		<u>36.684.752</u>

Goodwill recognised in investments in group enterprises amounts to DKK 9.550 thousand.

Notes

	<u>Registered in</u>	<u>Equity inte- rest %</u>
Investments in group enterprises comprise:		
Stella Polly Inc.	San Diego, USA	97,1

4. Long-term debt to group enterprises

Payables to group enterprises falls due within 5 years.

5. 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.

6. Related parties with controlling interest

It is the policy of the group to calculate and recognise interest based upon arms' length on intercompany transactions. However interests are not recognised on transactions between 100 % owned group companies within the Danish joint taxation. The payable amounts to DKK 48.787.572 at 31 December 2018.

7. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

Bjergsø Holding ApS, Copenhagen

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.

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 premises, stationery and office supplies, etc. This item also includes writedowns of receivables recognised in current assets.

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.

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.

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

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.

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.

Accounting policies

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.

Cash

Cash comprises bank deposits.

Other financial liabilities

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

Income tax receivable or payable

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