

RSVP Pop-Up ApS

c/o Copenhagen School of Entrepreneurs
Porcelænshaven 26, 2.
2000 Frederiksberg

CVR no. 37 79 35 90

Annual report 2016

The annual report was presented and approved at the
Company's annual general meeting

on _____ 20 ____

chairman of the annual general meeting

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of RSVP Pop-Up ApS for the financial year 6 June – 31 December 2016.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's activities for the financial year 6 June – 31 December 2016 in accordance with the Danish Financial Statements Act.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Copenhagen, 30 January 2017
Executive Board:

Tiffany Jessica Ng

Board of Directors:

Anders H. Jensen
Chairman

Tiffany Jessica Ng

Martin Leding Lund



Independent auditor's report

To the shareholders of RSVP Pop-Up ApS

Opinion

We have audited the financial statements of RSVP Pop-Up ApS for the financial year 6 June – 31 December 2016 comprising income statement, balance sheet and notes. The financial statements have been prepared in accordance with the rules of the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 6 June – 31 December 2016 in accordance with the rules of the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the 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 our report. We are independent of the Company in accordance with the International Ethics Standards Board for 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 responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the rules of the Danish Financial Statements Act and for such internal control that 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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 company 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 Company'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 Company'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 Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.



Independent auditor's report

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's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, 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's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

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

Copenhagen, 30 January 2017

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98
Dampfærgevej 28
2100 København Ø

Morten Høgh-Petersen
State Authorised
Public Accountant

Management's review

Operating review

RSVP is a technology startup company with an innovative online platform for pop-up restaurants. Already an \$8bn global market, with record year-on-year growth, RSVP believes that pop-up restaurants have much greater potential than experienced today, and aims to unlock that growth potential and in the process, building a brand synonymous with pop-up restaurants globally.

RSVP offers chefs and event organizers the tools to sell and manage their events through a proprietary SaaS system, designed and developed in-house based on the RSVP teams extensive experience in pop-up events, technology development and user experience design.

As a technology startup with continual investments in building and refining the capabilities and business model, RSVP operates at a financial loss in accordance with the current business plan. During 2016, RSVP secured an investment agreement with a leading Danish Venture Capital investor to provide the necessary liquidity to carry out the plan. It is managements expectation that the liquidity provided under the investment agreement sufficiently covers RSVPs requirements throughout the 2017 fiscal year, provided a continual positive development in event activity in accordance with planned milestones throughout the year.

As part of the ambitions to become a brand synonymous with pop-ups, RSVP pursues community building activities, and hosted several "industry night" events internationally with participation of local chefs, organizers and other industry professionals to network informally. RSVP intends to continue and expand on these activities in 2017.

After the balance sheet date, management has negotiated a strategic partnership with a significant global gastronomic publicist company the goal of which is to open the door to many high-profiled pop-ups and the gain the accompanying publicity as the exclusive ticketing site. It is managements expectation that the negotiations will conclude successfully during the first quarter of 2017.

Financial statements 6 June – 31 December 2016

Income statement

	Note	6 June – 31 December 2016
Gross profit/loss		-390.246
Employee expense	3	-89.633
Depreciations		-3.750
Operating profit/loss		-483.629
Other financial expenses	4	-22.676
Profit/loss before tax		-506.305
Tax on profit/loss for the year		0
Profit/loss for the year		-506.305
Proposed distribution of loss		
Retained earnings		-506.305
		-506.305

Financial statements 6 June – 31 December

Balance sheet

	Note	2016
ASSETS		
Fixed assets		
Intangible assets		
Brands and trademarks		33.750
Total fixed assets		<u>33.750</u>
Receivables		
Trade receivables		31.749
Other receivables		17.125
		<u>48.874</u>
Cash at bank and in hand		<u>139.602</u>
Total current assets		<u>188.476</u>
TOTAL ASSETS		<u><u>222.226</u></u>

Financial statements 6 June – 31 December

Balance sheet

	Note	2016
EQUITY AND LIABILITIES		
Equity		
Share capital		50.000
Retained earnings		-506.305
Proposed dividends for the financial year		0
Total equity		-456.305
Liabilities other than provisions		
Non-current liabilities other than provisions		
Debt to related parties	5	620.723
		<u>620.723</u>
Current liabilities other than provisions		
Trade payables		22.500
Payables to related parties		2.875
Other payables, including taxes payable		10.443
Prepayment from sales		22.000
		<u>57.808</u>
Total liabilities other than provisions		678.531
TOTAL EQUITY AND LIABILITIES		<u>222.226</u>

Financial statements 6 June – 31 December

Statement of changes in equity

	Share capital	Retained earnings	Proposed dividend	Total
Balance at 6 June 2016	50.000	0	0	50.000
Distributed dividend	0	0	0	0
Transferred over the [profit appropriation/distribution of loss]	0	-506.305	0	-506.305
Balance at 31 December 2016	50.000	-506.305	0	-456.305

Financial statements 6 June – 31 December

Notes

1 Accounting policies

The annual report of RSVP Pop-Up ApS for 2016 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the company's service comprising the facilitation of booking and paying for a reservation, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received. The company does not recognise the gross sales of the transactions that pass through the company's reservation page, as the company is an agent providing a service to the ultimate buyer and seller of a dining experience.

Revenue is measured at the fair value of the agreed consideration excluding all discounts granted are deducted from revenue.

Other external costs

Production costs comprise costs incurred to generate revenue for the year.

Payroll costs

Payroll expenses comprise expenses incurred related to the company's own staff.

Depreciations

Depreciations are made on fixed or intangible assets depending on their estimated useful life.

Intangible assets are depreciated in a straight line basis over 5 years.

Financial income and expenses

Financial income and expenses comprise interest income and expense.

Tax on profit/loss for the year

Tax for the year comprises current tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement at the amount attributable to the profit/loss for the year and directly in equity at the amount attributable to entries directly in equity.

Balance sheet

Intangible assets

Brands and trademarks are measured at cost less accumulated amortisation and impairment losses. Brands and trademarks are amortised on a straight-line basis over the expected remaining life, however, not exceeding 5 years.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received.

Prepayments and deferred income

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Equity

Dividends

The expected dividend payment for the year is disclosed as a separate item under equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities measured on the planned use of the asset or settlement of the liability, respectively.

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Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at cost, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

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

Prepayments and deferred income

Deferred income comprises payments received regarding income in subsequent years.

Financial statements 6 June – 31 December

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2 Financial position of the company

The company has incurred a loss for the financial year, and has lost its share capital. Under the Danish companies act, Management has assessed the liquidity situation for the company for the coming year.

Based on the investment agreement with the company's main investor Capnova, it is Managements expectation that the agreed milestones relevant for 2017 will be meet and that the company has sufficient liquidity for its operations for the coming year.

	2016
3 Staff costs	
Wages and salaries	88,781
Pensions	0
Other social security costs	852
	<u>89,633</u>
Average number of full-time employees	<u>1</u>
4 Financial expenses	
Interest expense to group entities	22.676
	<u>22.676</u>

5 Related parties

RSVP' related parties comprise the following:

75% ownership

RSVP.DK IVS

c/o Copenhagen School of Entrepreneurship, PorcelænsHAVEN 26, 2.
2000 Frederiksberg

25% ownership

Styrelsen for Forskning og Uddannelse

Bredgade 40 - 42

1260 København K