
CC Fly Holding II A/S

Niels Hemmingsens Gade 36
DK-1153 Copenhagen K

Annual Report for 1 January - 31 December 2019

CVR No 39 40 22 46

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
17/6 2020

Jesper Scholtz
Chairman of the General
Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of CC Fly Holding II A/S for the financial year 1 January - 31 December 2019.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements and the Consolidated Financial Statements give a true and fair view of the financial position at 31 December 2019 of the Company and the Group and of the results of the Company and Group operations and of consolidated cash flows for 2019.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 29 May 2020

Executive Board

Adam Nederby Falbert
CEO

Board of Directors

Claus Juel Jensen
Chairman

Vilhelm Eigil Hahn-Petersen
Deputy Chairman

Sophie Louise Knauer

Rasmus Philip Buhl Lokvig

Morten Nødgaard Albæk

Adam Nederby Falbert

Independent Auditor's Report

To the Shareholder of CC Fly Holding II A/S

Opinion

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position of the Group and the Parent Company at 31 December 2019 and of the results of the Group's and the Parent Company's operations and of consolidated cash flows for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of CC Fly Holding II A/S for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as consolidated statement of cash flows ("the Financial Statements").

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 Group 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.

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financials Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement in Management's Review.

Independent Auditor's Report

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 Group's and 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 Group or the Company 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 Company's and the Group'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 Group's and 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

Independent Auditor's Report

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 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.
- 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.

Hellerup, 29 May 2020

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR No 33 77 12 31

Jacob F Christiansen
State Authorised Public Accountant
mne18628

Kristian Højgaard Carlsen
State Authorised Public Accountant
mne44112

Company Information

The Company

CC Fly Holding II A/S
Niels Hemmingsens Gade 36
DK-1153 Copenhagen K

CVR No: 39 40 22 46
Financial period: 1 January 2019 - 31 December 2019
Incorporated: 12 March 2018
Financial year: 2nd financial year
Municipality of reg. office: Copenhagen

Board of Directors

Claus Juel Jensen, Chairman
Vilhelm Eigil Hahn-Petersen
Sophie Louise Knauer
Rasmus Philip Buhl Lokvig
Morten Nødgaard Albæk
Adam Nederby Falbert

Executive Board

Adam Nederby Falbert

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Financial Highlights

Comparison of accounting years is made difficult because of CC Fly Holding II's accounting year last year. To facilitate comparison of the current financial year with last year, the table below provides an overview of the development in revenue and EBITDA for 2018 and 2019 based on comparable 12-month periods.

In the financial year 2019, the Group has delivered a satisfactory result with an operating profit before depreciations and special items (EBITDA) of DKK 144.0 million against DKK 92.0 million in 2018, corresponding to a growth of 56.5%.

	2019	2018
Revenue in MDKK	896,2	573,2
Revenue CARG%	54,4%	39,8%
EBITDA before special items in MDKK	144,0	92,0
Growth in EBITDA before special items %	56,5%	25,9%

[Note: Historical financial accounts have been calendarized to reflect change in accounting year, and in 2019 fully year effects of the acquisitions of the two groups (NOX Network and Stavanger), has been recognized in the above revenue and EBITDA]

EBITDA before special items is adjusted for one-off items of exceptional nature.

During 2019, Rekom acquired 40 venues in Denmark, Norway and Finland and is now exceeding 120 venues. Growth rates in revenue in Denmark are 38%, in Norway 81% and in Finland 450%. We have also achieved a Like-for-Like growth rate that has been satisfactory in 2019.

As a result of the 18 months' financial year last year, net profit for the year in 2019 on DKK 19,2 million is not comparable with net profit in 2018.

Financial Highlights

Seen over a two-year period, the development of the Group is described by the following financial highlights:

	Group	
	2019	2018
	KDKK 12 months	KDKK 8 months
Key figures		
Profit/loss		
Revenue	754,630	419,843
EBITDA	101,577	49,681
Operating profit/loss	19,817	-5,131
Profit/loss before financial income and expenses	19,817	-5,131
Net financials	-61,400	-27,084
Net profit/loss for the year	-45,547	-31,416
Balance sheet		
Balance sheet total	1,284,846	1,015,020
Equity	316,708	361,850
Cash flows		
Cash flows from:		
- Investment in property, plant and equipment	-121,332	-192,166
- Investment in intangible assets	-164,795	-76,470
Number of employees	708	603
Ratios		
Gross margin	42.7%	41.7%
Profit margin	2.6%	-1.2%
Return on assets	1.5%	-0.5%
Solvency ratio	24.6%	35.6%
Return on equity	-13.4%	-17.4%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

The comparative figures for 2019 are not comparable due to a shortened financial year of 8 months in comparabel financial year.

Management's Review

Consolidated and Parent Company Financial Statements of CC Fly Holding II A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The Consolidated and Parent Company Financial Statements have been prepared under the same accounting policies as last year.

Key activities and highlights

Who we are

REKOM's activities consist of owning and operating bars. As the largest nightlife group in the Nordics - with more than 120 bars, pubs and nightclubs across Denmark, Norway and Finland – we aim to set an industry-leading standard for how to do business in a professional, responsible and trustworthy manner. Our headquarters are located in Copenhagen, and we have five other administrative offices across the Nordics.

2019 highlights

2019 was another strong year for REKOM in which we grew the business by more than 50 percent, setting new records across all parts of our business. At the same time, we strengthened the organization, culture and platform even further in order to secure continued growth.

In total, we added 40 new venues to the Group throughout 2019 by a combination of new organic openings and two strategic acquisitions:

- In August we acquired a group of 7 venues in Stavanger, securing a solid foothold in Norway's fourth largest city in one go.
- In November we acquired 18 Danish venues from NOX Network, consolidating our Danish operations throughout the country.

To support REKOM's high growth, we have invested significantly in the organization, welcoming a number of strong profiles to IT, legal, people and culture, as well as to our commercial and venue operations. In May, we moved REKOM's headquarters into new and larger offices in central Copenhagen in order to make room for our growing organization.

Over the summer we launched the REKOM Foundation in order to crystallise the company's unique culture and enable us to scale it as REKOM grows. At the very core of the REKOM Foundation is the aim to offer a meaningful workplace, where our employees feel a sense of purpose and belonging and are exposed to leadership that promotes their personal growth.

In 2019, we have also been investing in processes and systems across the Group. In Denmark, we have implemented a new ERP system, which will be rolled out in Norway and Finland in 2020 together with a new BI system, which is currently under development. Once fully operational, a number of critical

Management's Review

processes will be completely digitalised and scalable across the Group. Combined with a number of upgraded processes as well as other initiatives, REKOM's operating platform has been strengthened significantly and is ready to handle future growth.

In April, we launched the community app NightPay, bringing digitalisation to REKOM's core business area, which is otherwise inherently non-digital. NightPay has been a resounding success with more than 24,000 active users at year-end. With NightPay we are pushing the boundaries of what people expect from a night out, and we have only just begun to realise its full potential.

Today, REKOM is stronger than ever before and ready to continue its journey.

Outlook

We have a strong pipeline for the future consisting of organic growth, venue openings, as well as bar-group add-on targets. As a consequence of COVID-19 outbreak in March 2020 the Group expects limited acquisitions and new venue openings compared to 2019.

Before the outbreak management expected continuing growth in 2020 as the first two months of 2020 showed revenue growth of 37% and EBITDA growth of 80% compared to 2019.

The Company's outlook is negatively effected by the temporarily governmental forced shut down of REKOM venues and measures taken by governments in Denmark, Norway and Finland to mitigate the impacts of the outbreak.

As a consequens of COVID-19 revenue will decline and the result for the year will be negative in 2020. The Group assess that satisfactory liquidity is secured for the year, throughout capital injections, aid packages, cost reductions and increased loan facilities.

For further review, see note 1 regarding the going concern premise and note 2 regarding subsequent events.

People & Culture

In REKOM, our fuel is our people. They are our most important asset, and together they shape the culture that underpins our development and growth as a company. In 2019, we invested in crystalizing and anchoring our cultural DNA and the virtues we aim to achieve our results through in order to be able to constantly preserve and cultivate it as new employees, new bars and new markets will become part of REKOM.

In 2020 we will continue to build on this momentum as we launch an ambitious and extensive front-line education that will educate our venue employees in the many aspects of running a bar – from product know-how and financial management to conflict handling and service excellence. Adding to this initiative, we are investing in training for all leaders within staff management and meaningful leadership. Both educational programs are designed to upgrade our employees' capabilities and will, upon completion, result in competences above the industry average and a salary increase. The target is

Management's Review

that all full-time employees will have a human potential development plan before year-end. These initiatives represent a resource-intensive and financial commitment towards making REKOM the most meaningful organization in the world within the nightlife industry.

In order to document as well as apply this ambition to the way we work, we implemented the very first Meaningful Quotient Survey ("MQ") during Q4 of 2019, systematically gathering feedback on the extent to which our employees find it meaningful to work in REKOM. The MQ will, from 2020 onwards, be repeated quarterly, enabling all leaders to gain continuous insights into the development of our culture based on feedback from all employees. Results from the first MQ survey carried out in Q4 2019 were very satisfactory, scoring 4.0 on a scale from 1.0 to 5.0. To monitor the feedback closely, we have in the management team decided to include the MQ score on equal terms with our financial KPIs for the way we measure and report on our overall performance going forward.

Risks

The Board of Directors assesses risks continuously over the year by having a close dialogue with management. Meetings are held regularly to ensure we are on track. The Board has in cooperation with management established a reporting process which includes yearly budgets, quarterly outlook updates and monthly internal reporting and weekly light-reports.

Market conditions

Management therefore expects limited growth in number of venues in 2020.

Currency exposure

REKOM operates in three markets, Denmark, Norway and Finland and is therefore exposed to a natural currency risk, mainly in NOK. However, as the Group has taken up loans in both DKK and NOK, the risk on our cash flow and assets in Norway is at a minimum. In turn it has been decided not to use hedge instruments to our exposure of DKK vs. NOK.

Statement of corporate social responsibility (CSR)

Business model

REKOM operates in the nightlife and retail industry, which is a highly fragmented industry with many independent market players. As the biggest player in the Nordic market with more than 3,500 employees, REKOM has a clear mission to be part of shaping the industry and raising standards.

Our key contribution is to provide unique social experiences and the right nightlife atmosphere for our more than 10 million annual guests. We leverage our more than 20 years of industry experience, and we actively seek to expand our geographical footprint using a multi-brand strategy, which is based on a standard operating model - creating value to guests, employees, owners and partners.

Management's Review

Risks analysis and due diligence

Since 2018, REKOM has been part of REGA (Restaurateurs' Guarantee Association) in Denmark – an industry-wide initiative with the ambition to further the industry's CSR work. By joining REGA, REKOM seeks to inspire employees and peers in the industry to adopt a sustainable and responsible way of doing business.

REKOM became a signatory to the UN Global Compact in 2018, which is an important step in further aligning our operations with international CSR standards on human rights, labour rights, climate and environment and anti-corruption.

Through REGA, REKOM has committed to continuously conduct social, environmental and economic due diligence in alignment with the UN Guiding Principles on Business and Human Rights (UNGPs) and the OECD Guidelines on Multinational Enterprises. The UNGPs cover human rights, including social conditions and employee relations, and through the OECD Guidelines, it also covers environmental and economic sustainability.

This provides a stringent management system that was implemented in 2019 ensuring that REKOM identifies and manages potential and actual risks and adverse impacts stemming from our business.

The risk and impact assessment conducted in 2019 shows that we face both some potential industry specific risks and some business specific risks of adverse impacts. Here we show extra due diligence by either reinforcing existing actions or implementing new actions, and by setting up indicators to measure effectiveness of our response.

The industry specific risks include the fact that consuming alcohol while going out leads to adverse impacts on the right to health. We manage this risk by promoting responsible drinking. Discrimination, harassment and impacts on personal integrity will occur at our venues, which is why we promote respectful interactions and safe environments. Another is that our neighbours can experience noise from our venues and guests, and thus we diligently address these impacts, for example by being part of the committee for less noise and trash in the streets established by the City of Copenhagen and by joining the initiative 'Night Guides', working collaboratively to limit nuisances from nightlife activities.

Social conditions and employee relations

Policy

Ensuring the well-being, safety and security of our employees and guests is the Group's greatest responsibility. Solid procedures and continuous focus by management, employees and security personnel reinforce that these areas are always top priority.

We are committed to ensuring industry-leading workplace conditions and to promoting a culture of recognition and professional development. Most of REKOM's employees are young people working part-time, and we are committed to provide decent, responsible and flexible working conditions for all, just as good employment terms strengthen retention and general employee well-being.

Management's Review

Efforts and results

In 2019, REKOM launched a new organization-wide meaningfulness survey covering deep-dives and pulse surveys that measure the level of meaningfulness which employees experience in their work. Survey results will be available during 2020 and will support us in promoting a more meaningful workplace for our employees and in tackling potential workplace challenges.

Further, in 2019 we continued our strong focus on training, which contributes to high employee motivation and retention. Through the REKOM Academy, we provide job introductions to new colleagues, on-the-job coaching as well as regular internal training in service excellence, sales and various job-specific skills. In 2020, REKOM will introduce new and improved training modules for frontline employees and venue managers.

Anticorruption and bribery

Policy

By conducting business in a responsible way, we limit our risks of corruption and bribery and build trust with our stakeholders. REKOM has a zero-tolerance policy towards any kind of bribery or corruption and any use of black money and moonlighting.

Efforts and results

To minimize corruption and bribery risks, REKOM has a range of compliance and control measures in place, including digital payment solutions, systematic financial tracking, venue surveillance and cash register checks that all have a preventive effect and provide oversight.

For 2020, REKOM is working to develop explicit guidelines and a gift log to improve transparency and predictability concerning acceptance of gifts.

REKOM's internal whistle-blower hotline provides employees with the opportunity to confidentially report serious concerns to management. In 2019, there has been two reports, which have both been of value to the company in tackling valid concerns relating to the workplace – but none regarding bribery and corruption.

Conducting business in a responsible way also means that we raise expectations of the suppliers, we work with. REKOM's key supplier categories are beverage companies, DJs, security personnel and cleaning providers. Our supplier contracts formalize our expectations towards responsible supplier behaviour.

Human rights

Policy

The Group recognizes the human rights risks associated with the nightlife industry and the importance of promoting and upholding international human rights in all our operations and throughout our value

Management's Review

chain.

Efforts and results

Since 2018, REKOM has worked systematically with implementing the UNGPs and the OECD Guidelines on Multinational Enterprises, which – as described under the Risk analysis and due diligence section – requires that REKOM continuously assesses potential and actual adverse impacts on human rights caused by our operations or business relationships.

REKOM seeks to prevent or mitigate adverse impacts that may be directly linked to us by our business relationships by raising the expectation that our partners commit and act to avoid causing or contributing to adverse impacts on human rights, the environment and anti-corruption and that they address such adverse impacts, when they arise. Should unintended adverse impacts occur in our value chain, we use our leverage to make the business partner in question cease the impacts.

As a result, REKOM has set written requirements for suppliers that their employees have pay and working conditions, that adhere to Danish laws. In addition, we emphasise the supplier's responsibility to report wages and A-tax, etc., and we reserve the right to view documentation.

Environment and climate

Policy

REKOM does not have any formal environmental policy in place, however, in 2020, REKOM plans to conduct an environmental and climate impact assessment of the Group's business operations to ensure a better understanding of challenges and opportunities in this domain. The assessment will play into the development of an environmental policy for the Group.

Effort and results

Through REKOM's IT supplier, the service life of our old IT equipment is prolonged by repairing or reconditioning the equipment. The IT equipment is cleansed for all remaining REKOM data, before it is assessed as either suitable for reuse or for recycling as electronic waste. The residual equipment value is paid out to REKOM, and we donate the full amount to the World Wildlife Foundation (WWF) and their work to fight climate change.

In 2020, REKOM will replace one-time plastic straws with more sustainable alternatives in line with the new EU regulation that bans single-use plastics from 2021.

Another new initiative for 2020 is the three-year REGA project 'Sustainable Development Goals in the Value Chain'. The project addresses four environmental challenges in the value chain. Together with 16 other organizations, REKOM will be part of the track on Circular Restoration, working to identify collaborative solutions with suppliers to address systemic challenges to reducing, reusing and recycling resources and ensuring more circular models at our venues.

Management's Review

Report on the Gender Composition in Management

REKOM recognizes the importance of attracting, developing and retaining the right talents to the company, irrespective of gender, sexual orientation, nationality or race.

We believe that management and employee diversity allows for more flexible thinking, better working environments and that it prevents inveterate conceptions and habits. By building teams with a variety of experience, education, background, age and gender, REKOM brings all our employees' unique contributions into play for the benefit of the business.

Board of Directors

Following CataCap's acquisition of REKOM in May 2018, a new Board of Directors was established. The Board currently consists of two mandatory representatives from CataCap, the CEO of REKOM and three appointed Board members. Out of the three appointed Board members, one is a woman. REKOM's target for 2019 and going forward is to have minimum one woman on the Board. Should the current Board composition or mix of Board profiles be up for revision, we will revisit the target. As of December 31st 2019, the overall Board composition is 16% women (1/6), thus reaching our target. Target is set so women on the Board must constitute 20% in 2022.

Other management levels

For Rekom's other management levels, we seek to increase both the number and the proportion of women at each level. In 2019, we had approx. 30% female middle managers, which include both venue and office managers. Rekom is constantly working to improve and secure the right conditions for all employees to leverage their unique competencies and achieve management responsibility, should they be interested and qualified.

In 2020, Rekom will continue to focus on attracting and hiring employees of both genders and on an equal basis. Rekom also aims to increase awareness about career opportunities across the company and to encourage talented female candidates to pursue their career goals in the Group.

Governance

In order to provide transparency REKOM now follows the industry association DVCA's (Danish Venture Capital and Private Equity Association) guidelines for responsible ownership and good corporate governance. On this foundation, the Board of Directors and the Executive Management team have established internal procedures to ensure active, secure and value-creating management. Likewise, the Board of Directors and the Executive Board continuously monitor the Company's management structure and control systems to ensure that they are reliable and effective. At board level, the fixed procedures include monthly reporting on all relevant economic and non-financial parameters, including risk assessment of investments in venues and markets.

Rekoms top management consists of:

Management's Review

Board of Directors

Claus Juel-Jensen

OTHER MANAGMENT DUTIES

CHAIRMAN

Chairman

Born 1963

Member since 2018

Affiliation: Independent

Rekom Group A/S, CC Fly Holding I ApS, CC Fly Holding II A/S, Tenax Sild A/S, Sam Group Holding ApS, Sam Partner A/S, Jens Møller Products ApS, Wolly & Co. A/S, Wolly & Co. Holding A/S, Basta Active Car Care A/S, Vetgruppen A/S, Vetgruppen Holding A/S.

Board Member

Globus Wine A/S, Geia Food A/S, Defco A/S af 2019, Europris A/S, Skare Meat Packers K/S, Skare Beef Production ApS, Skare Food A/S.

Executive Management

CJPI ApS, Defco A/S af 2019.

Vilhelm Hahn-Petersen

OTHER MANAGMENT DUTIES

DEPUTY CHAIRMAN

Chairman

Born 1960

Member since 2018

CC Lingo Invest ApS, CC Green Wall Invest ApS

Deputy Chairman of the Board

Affiliation: Non-Independent

Rekom Group A/S, CC Fly Holding I ApS, CC Fly Holding II A/S, MobyLife Holding A/S, MobyLife DK A/S, MobyLife AB, MobyLife AS, MobyLife OY, CC Oscar Holding I A/S, CASA A/S.

Board Member

Airhelp Inc., CataCap Management A/S, CataCap General Partner II ApS, Lyngsoe Systems Holding A/S, Lyngsoe Systems A/S, CC Track Invest ApS, CC Explorer Invest ApS, CC Orange Invest, CC Tool Invest ApS, G.S.V. Holding A/S, G.S.V. Materieludlejning A/S, CC Oscar Invest ApS, TPA Holding I A/S, TPA Holding II A/S, TP Aerospace Holding A/S.

Executive Management

Myco ApS, CataCap OP ApS, CataCap DM ApS, CataCap DM II ApS, CC II Management Invest 2017 GP ApS, CataCap General Partner I ApS, CC Orange Invest ApS (incl. BM post), MobyLife DM ApS, CC Track Invest ApS (incl. BM post), Casa ManCo ApS, TPA Green ManCo ApS, LW ManCo ApS, CC Globe Invest ApS, Catacap OP ApS, CC Fly Invest ApS, Rekom ManCo ApS.

Management's Review

Rasmus Lokvig

OTHER MANAGEMENT DUTIES

MEMBER

Deputy Chairman of the Board

Born 1978

Member since 2018

Affiliation: Non-independent

Lyngsoe Systems A/S, Lyngsoe Systems Holding A/S, Danaweb A/S, Danaweb International A/S, Optimeo A/S, Languagewire Holding A/S, Languagewire A/S, CC Globe Holding I ApS, CC Globe Holding II A/S.

Partner, CataCap

Board Member

Rekom Group A/S, CC Fly Holding I ApS, CC Fly Holding II A/S, CataCap Generel Partner II ApS, Catacap Management A/S, CC Sky Invest ApS.

Executive Management

MNGT4 RL ApS, CataCap Management A/S (incl. BM), CC II Management Invest 2017 GP ApS, CataCap Generel Partner I ApS, LW ManCo ApS, CC Globe Invest ApS, Rekom ManCo ApS.

Adam Nederby Falbert

OTHER MANAGEMENT DUTIES

MEMBER

Chairman

Born 1976

Member since 2009

Simplyworld Holding ApS, NightPay ApS, Hornsleth Bar ApS.

Board Member

Affiliation: Non-independent

Brøndbyernes I.F. Fodbold A/S, Hyldegårdsvej 40 A/S, TGP S272 P/S,

CEO/Founder - REKOM Group A/S

TGP S272 Holding P/S, Power Hall A/S, Nielsen & Co. ApS, Rekom R&D ApS, KBH Invest Af 1.3.2002 ApS, Moker Ejendomme ApS, Brøggeriet ApS, Ejendommen Sølvgade 96 A/S, ANF/Jano Lersø Parkallé 107 ApS, Havnens Bygningsudlejning A/S, K/S Strandvejen 195-199, Ejendomsselsskabet Jano ApS.

Executive Management

Rekom Group A/S (CEO and BM - 6 BM posts and 61 Executive Management positions in affiliated companies), MOKER Ejendomme ApS, MOKER Venture ApS, MOKER Venture Finans ApS, Moker Skindergade ApS, Komplementarselskabet Strandvejen 195-199, DAJ Ejendomsselskab ApS, Kultorvet 13-15 Invest ApS, REKOM CIV Komplementar ApS, ANF Enterprises ApS, Q19 Ejendomme ApS, Havnens Bygningsudlejning A/S, Hyldegårdsvej 40 A/S, Sølvgade Holding ApS, ANF/JANO Lersø Parkallé 107 ApS, Allegade 4 ApS, Ejendommen Sølvgade 96 A/S, Moker Venture & Geppel Invest ApS.

Management's Review

Morten Albæk

OTHER MANAGEMENT DUTIES

MEMBER

Chairman

Born 1975
Member since 2018

Vertic A/S.

Board Member

Affiliation: Independent
Creator - Voluntas Group A

Joe & The Juice A/S, Joe & The Juice Holding A/S, JTJ Heartbeat A/S, Brøndbyernes I.F. Fodbold A/S, Aart Architechts A/S, Voluntas Group A/S, CC Fly Holding I ApS, CC Fly Holding II A/S, Rekom Group A/S.

Executive Management

A Mean Company ApS, Sea Albaek Future ApS, A Mean Joe ApS, Voluntas Group A/S, Voluntas Investment ApS, Voluntas Advisory ApS, Voluntas Policy Advisory ApS.

Sophie Louise Knauer

OTHER MANAGEMENT DUTIES

MEMBER

Board Member

Born 1983
Member since 2019
Affiliation: Independent

Solar A/S, Rekom Group A/S, CC Fly Holding I ApS, CC Fly Holding II A/S

Executive Management

Lady Invest ApS.

Income Statement 1 January - 31 December 2019

	Note	Group		Parent	
		2019 KDKK 12 months	2018 KDKK 8 months	2019 KDKK 12 months	2018 KDKK 10 months
Revenue	4	754,630	419,843	0	0
Expenses for raw materials and consumables		-158,354	-94,949	-78	0
Other external expenses		-273,875	-149,807	0	-6,896
Gross profit/loss		322,401	175,087	-78	-6,896
Staff expenses	5	-220,824	-125,406	0	0
Result before depreciation (EBITDA)		101,577	49,681	-78	-6,896
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	6	-81,760	-54,812	0	0
Profit/loss before financial income and expenses	3	19,817	-5,131	-78	-6,896
Income from investments in subsidiaries		0	0	-12,622	-13,302
Financial income	7	1,624	6,717	10,218	13,600
Financial expenses	8	-63,024	-33,801	-48,923	-28,288
Profit/loss before tax		-41,583	-32,215	-51,405	-34,886
Tax on profit/loss for the year	9	-3,964	799	4,104	3,305
Net profit/loss for the year		-45,547	-31,416	-47,301	-31,581

Balance Sheet 31 December 2019

Assets

	Note	Group		Parent	
		2019 KDKK	2018 KDKK	2019 KDKK	2018 KDKK
Completed development projects		12,442	1,094	0	0
Acquired patents		409	150	0	0
Acquired brand		43,602	26,731	0	0
Acquired key money		142,524	111,415	0	0
Goodwill		641,721	583,379	0	0
Development projects in progress		6,820	9,882	0	0
Intangible assets	10	847,518	732,651	0	0
Land and buildings		1,575	1,611	0	0
Other fixtures and fittings, tools and equipment		54,635	37,906	0	0
Leasehold improvements		197,971	124,039	0	0
Property and equipment in progress		2,448	6,625	0	0
Property, plant and equipment	11	256,629	170,181	0	0
Investments in subsidiaries	12	0	0	662,427	673,969
Receivables from group enterprises	13	0	0	74,644	142,895
Deposits	13	18,618	13,352	0	0
Fixed asset investments		18,618	13,352	737,071	816,864
Fixed assets		1,122,765	916,184	737,071	816,864
Inventories		28,379	18,763	0	0
Trade receivables		35,710	25,889	0	0
Receivables from group enterprises		0	0	3,238	0
Other receivables		19,694	7,428	0	0
Corporation tax receivable		2,966	0	7,409	3,305
Prepayments	14	4,098	4,231	0	0
Receivables		62,468	37,548	10,647	3,305
Cash at bank and in hand		71,234	42,525	12	15,792
Currents assets		162,081	98,836	10,659	19,097
Assets		1,284,846	1,015,020	747,730	835,961

Balance Sheet 31 December 2019

Liabilities and equity

	Note	Group		Parent	
		2019 KDKK	2018 KDKK	2019 KDKK	2018 KDKK
Share capital		600	600	600	600
Reserve for development costs		15,024	7,709	0	0
Retained earnings		297,609	353,110	312,633	360,819
Equity attributable to shareholders of the Parent Company		313,233	361,419	313,233	361,419
Minority interests		3,475	431	0	0
Equity	15	316,708	361,850	313,233	361,419
Provision for deferred tax	17	35,576	31,190	0	0
Other provisions	18	0	15,286	0	0
Provisions		35,576	46,476	0	0
Mortgage loans		574	742	0	0
Credit institutions		658,960	454,785	375,019	454,785
Other payables		12,849	3,870	0	0
Long-term debt	19	672,383	459,397	375,019	454,785
Mortgage loans	19	57	0	0	0
Credit institutions	19	22,120	25,584	0	0
Trade payables		63,926	41,186	0	0
Payables to group enterprises		49,387	3,475	49,387	3,475
Corporation tax		3,594	11,164	0	0
Other payables	19	121,095	65,888	10,091	16,282
Short-term debt		260,179	147,297	59,478	19,757
Debt		932,562	606,694	434,497	474,542
Liabilities and equity		1,284,846	1,015,020	747,730	835,961
Going concern	1				
Subsequent events	2				
Distribution of profit	16				
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Balance Sheet 31 December 2019

Liabilities and equity

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Statement of Changes in Equity

Group

	Share capital	Share premium account	Reserve for net revaluation under the equity method	Reserve for development costs	Retained earnings	Equity excl. minority interests	Minority interests	Total
	KDKK	KDKK	KDKK	KDKK	KDKK	KDKK	KDKK	KDKK
Equity at 1 January 2019	600	0	0	7,709	353,110	361,419	431	361,850
Exchange adjustments	0	0	0	0	24	24	0	24
Ordinary dividend paid	0	0	0	0	0	0	-450	-450
Revaluation for the year	0	0	-906	0	0	-906	0	-906
Other equity movements	0	0	0	0	-908	-908	1,740	832
Development costs for the year	0	0	0	7,315	-7,315	0	0	0
Net profit/loss for the year	0	0	906	0	-47,302	-46,396	1,754	-44,642
Equity at 31 December 2019	600	0	0	15,024	297,609	313,233	3,475	316,708

Group

Equity 12. march 2018	500	0	0	0	0	500	0	500
Cash capital increase	100	392,400	0	0	0	392,500	266	392,766
Development costs for the year	0	0	0	7,709	-7,709	0	0	0
Net profit/loss for the year	0	0	0	0	-31,581	-31,581	165	-31,416
Transfer from share premium account	0	-392,400	0	0	392,400	0	0	0
Equity at 31 December 2018	600	0	0	7,709	353,110	361,419	431	361,850

Statement of Changes in Equity

Parent

	Share capital	Share premium account	Reserve for net revaluation under the equity method	Reserve for development costs	Retained earnings	Equity excl. minority interests	Minority interests	Total
	KDKK	KDKK	KDKK	KDKK	KDKK	KDKK	KDKK	KDKK
Equity at 1 January 2019	600	0	0	0	360,819	361,419	0	361,419
Exchange adjustments	0	0	0	0	23	23	0	23
Revaluation for the year	0	0	-906	0	0	-906	0	-906
Other equity movements	0	0	0	0	-908	-908	0	-908
Net profit/loss for the year	0	0	906	0	-47,301	-46,395	0	-46,395
Equity at 31 December 2019	600	0	0	0	312,633	313,233	0	313,233

Parent

Equity 12. march 2018	500	0	0	0	0	500	0	500
Cash capital increase	100	392,400	0	0	0	392,500	0	392,500
Net profit/loss for the year	0	0	0	0	-31,581	-31,581	0	-31,581
Transfer from share premium account	0	-392,400	0	0	392,400	0	0	0
Equity at 31 December 2018	600	0	0	0	360,819	361,419	0	361,419

Cash Flow Statement 1 January 2019 - 31 December 2019

	Note	Group	
		2019 KDKK 12 months	2018 KDKK 10 months
Net profit/loss for the year		-45,547	-31,416
Adjustments	20	147,124	81,273
Change in working capital	21	43,411	19,871
Cash flows from operating activities before financial income and expenses		144,988	69,728
Financial income		1,624	6,717
Financial expenses		-63,024	-33,800
Cash flows from ordinary activities		83,588	42,645
Corporation tax paid		-10,742	614
Cash flows from operating activities		72,846	43,259
Purchase of intangible assets		-164,483	-528,562
Purchase of property, plant and equipment and leasehold improvements		-121,332	-192,166
Fixed asset investments made etc		-6,368	-13,352
Cash flows from investing activities		-292,183	-734,080
Repayment of mortgage loans		-111	-39
Repayment of other debt		5,872	0
Repayment of other long-term debt		-15,286	0
Raising of loans from group enterprises		45,912	3,475
Raising of other long-term debt		204,175	295,644
Minority interests		0	266
Cash capital increase		10,950	393,000
Other adjustments		0	15,110
Cash flows from financing activities		251,512	707,456
Change in cash and cash equivalents		32,175	16,635
Cash and cash equivalents at 1 January 2019		16,635	0
Cash and cash equivalents at 31 December 2019		48,810	16,635
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		71,234	42,525
Overdraft facility		-22,424	-25,890
Cash and cash equivalents at 31 December 2019		48,810	16,635

Notes to the Financial Statements

1 Going concern

Management reacted instantly to support the governments recommendations and voluntarily closed all venues on 11 March 2020 in Denmark as a result of the COVID-19 outbreak. Subsequently, a temporarily government ban of bar and nightclub activities was implemented in Denmark, Norway and Finland.

The temporarily ban of these activities in the countries has significantly affected the Groups revenue, earnings, cash-flow and liquidity negatively.

As a result of the COVID-19 impact on the liquidity, the shareholders contributed DKK 140 million to the Group through convertible loans that were injected at the end of March 2020. In addition, the Group has increased its facilities by DKK 85 million from its bank under the Danish economic stimulus package on government guaranteed loans. With the additional cash, credit line and guarantees it is management's assessment that this will ensure that the Group will have sufficient liquidity in 2020 to support the Groups operations and planned investments.

The assessment is based on an updated liquidity budget where management have prepared different scenarios of how the COVID-19 situation will impact the expected revenue, profit, cash flow etc. In these scenarios Management have made several material assumptions including expectations for the reopening of the venues, consumer behavior, aid packages, cost reductions, reduction of capex etc. Governments has announced that reopening of bars and nightclubs in Denmark will be the first of August, Norway first of June and Finland first of June. The reopening will in all countries be with restrictions on opening hours, number of people etc. The expected figures are sensitive to changes in these restrictions and dates of reopening, marked development, cost structure and Net Working Capital expectations.

Management assesses that even if a worst-case scenario occurs, it is possible to significantly reduce the cost-base of the Groups operations through savings, ensuring that the Group and the Company have sufficient liquidity and capital resources to continue their operations throughout 2020.

Management therefore submits and approve the annual report for 2019 on the assessment of going concern.

2 Subsequent events

The implications of COVID-19, including the decision of many governments around the world to close their borders, will have great impact on the global economy. Management considers the implications of COVID-19 a subsequent event occurred after the balance sheet date, which is therefore a non-adjusting event to the Company and the Group.

COVID-19 will have a negative effect on the Groups revenue and EBITDA in 2020 compared to 2019.

Management is monitoring the developments closely, but currently it is not possible to accurately estimate the extent of the COVID-19 impact for the financial year 2020.

In March the Group recieved a capital injection from the shareholders of DKK 140 million and in May the Group added a new credit facility of DKK 85 million (DKK 50 million as a term loan and DKK 35 million for issuance of bank guarantees).

No other material events affecting the assessment of the Annual Report have occurred after the balance sheet date.

Notes to the Financial Statements

	Group		Parent	
	2019 KDKK 12 months	2018 KDKK 8 months	2019 KDKK 12 months	2018 KDKK 10 months
3 Special items				
Transaction cost	8,064	9,157	50	6,842
One-off consulting cost	3,469	5,760	0	0
Restructuring	565	0	0	0
Closed and refurbished venues	4,556	0	0	0
One-off venue management	1,802	0	0	0
Non-recurring writedowns of receivables	0	1,153	0	0
Impairment of fixed assets	1,270	8,312	0	0
	19,726	24,382	50	6,842
4 Revenue				
Geographical segments				
Revenue, Denmark	426,532	264,862	0	0
Revenue, other Europe	328,098	154,981	0	0
	754,630	419,843	0	0
5 Staff expenses				
Wages and salaries	197,457	113,767	0	0
Pensions	4,827	1,539	0	0
Other social security expenses	8,229	4,325	0	0
Other staff expenses	10,311	5,775	0	0
	220,824	125,406	0	0
Including remuneration to the Executive Board of: Executive Board and Board of Directors	1,832	913	0	0
	1,832	913	0	0
Average number of employees	708	603	0	0

Notes to the Financial Statements

	Group		Parent	
	2019 KDKK 12 months	2018 KDKK 8 months	2019 KDKK 12 months	2018 KDKK 10 months
6 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment				
Amortisation of intangible assets	49,832	30,670	0	0
Depreciation of property, plant and equipment	31,501	15,830	0	0
Impairment of intangible assets	0	1,375	0	0
Impairment of property, plant and equipment	1,270	6,937	0	0
Gain and loss on disposal	-843	0	0	0
	81,760	54,812	0	0
7 Financial income				
Interest received from group	0	0	10,218	7,298
Financial income	1,624	6,717	0	6,302
	1,624	6,717	10,218	13,600
8 Financial expenses				
Interest paid to parent enterprises	2,785	176	2,785	0
Financial expenses	54,683	33,625	41,932	28,288
Exchange loss	5,556	0	4,206	0
	63,024	33,801	48,923	28,288
9 Tax on profit/loss for the year				
Current tax for the year	5,469	-799	-4,104	-3,305
Deferred tax for the year	-1,505	0	0	0
	3,964	-799	-4,104	-3,305

Notes to the Financial Statements

10 Intangible assets

Group

	Completed development projects KDKK	Acquired pa- tents KDKK	Acquired brand KDKK	Acquired key money KDKK	Goodwill KDKK	Development projects in progress KDKK
Cost at 1 January 2019	1,593	150	37,700	119,614	596,043	9,882
Exchange adjustment	0	0	0	309	581	0
Additions for the year	3,973	259	1,500	39,214	112,139	6,820
Transfers for the year	9,882	0	9,400	0	-9,400	-9,882
Cost at 31 December 2019	15,448	409	48,600	159,137	699,363	6,820
Impairment losses and amortisation at 1 January 2019	285	0	2,036	8,199	21,597	0
Exchange adjustment	0	0	0	108	203	0
Amortisation for the year	2,721	0	2,962	8,306	35,842	0
Impairment losses and amortisation at 31 December 2019	3,006	0	4,998	16,613	57,642	0
Carrying amount at 31 December 2019	12,442	409	43,602	142,524	641,721	6,820
Amortised over	10 years	20 years	10 years	10-20 years	10-20 years	10 years

Development cost is measured at cost.

Development projects cost comprises the cost of acquisition, expenses and internal development salaries directly related to the development of a new membership- and loyalty-app. The app was launched in the spring 2019.

Development projects in progress cost comprises the cost of acquisition, expenses and internal development salaries directly related to the development of a new ERP and business intelligence system. The system is expected to be finalized in the spring 2020.

Goodwill acquired in connection with strategic business acquisitions and / or associations with a strong market position and long-term earnings profiles as Rekom, has a useful life of 20 years, as the value of existing bar locations, popular bar concepts, established supplier relationships, professional reputation in the market, strong awareness among end-users, know-how and competencies among the employees, as well as the company's ability to roll out both existing and new concepts in new geographical markets, can be expected to contribute positively to the company's future earnings for a period of at least 20 years.

Notes to the Financial Statements

11 Property, plant and equipment

Group

	Land and buildings KDKK	Other fixtures and fittings, tools and equipment KDKK	Leasehold improvements KDKK	Property and equipment in progress KDKK
Cost at 1 January 2019	1,757	91,057	180,087	6,468
Exchange adjustment	0	942	1,885	0
Additions for the year	0	27,261	89,714	2,448
Disposals for the year	0	0	-1,074	0
Transfers for the year	0	-5,174	6,468	-6,468
Cost at 31 December 2019	<u>1,757</u>	<u>114,086</u>	<u>277,080</u>	<u>2,448</u>
Impairment losses and depreciation at 1 January 2019	146	52,974	56,068	0
Exchange adjustment	0	393	2,054	0
Impairment losses for the year	0	17	1,252	0
Depreciation for the year	36	10,798	20,668	0
Reversal of impairment and depreciation of sold assets	<u>0</u>	<u>-4,731</u>	<u>-933</u>	<u>0</u>
Impairment losses and depreciation at 31 December 2019	<u>182</u>	<u>59,451</u>	<u>79,109</u>	<u>0</u>
Carrying amount at 31 December 2019	<u>1,575</u>	<u>54,635</u>	<u>197,971</u>	<u>2,448</u>
Depreciated over	<u>50 years</u>	<u>3-5 years</u>	<u>3-10 years</u>	

Notes to the Financial Statements

12 Investments in subsidiaries

	Parent	
	2019 DKKK	2018 DKKK
Cost at 1 January 2019	687,272	0
Additions for the year	1,056	687,272
Transfers for the year	0	0
Cost at 31 December 2019	688,328	687,272
Value adjustments at 1 January 2019	-13,302	0
Exchange adjustment	23	0
Net profit/loss for the year	17,490	11,386
Amortisation of goodwill	-30,112	-24,689
Value adjustments at 31 December 2019	-25,901	-13,303
Carrying amount at 31 December 2019	662,427	673,969
Remaining positive difference included in the above carrying amount at 31 December 2019	559,016	589,128

Investments in subsidiaries are specified as follows:

Name	Place of registered office	Share capital	Votes and ownership
Aloha Beach Bar ApS	Copenhagen	DKK 60,000	100%
ANDYS BAR ApS	Copenhagen	DKK 90,000	100%
Aya ApS	Copenhagen	DKK 50,000	100%
Bar 7 ApS	Copenhagen	DKK 50,000	100%
BFP AF 1.9.1997. KØBENHAVN ApS	Vejle	DKK 200,000	100%
BFP AALBORG ApS	Copenhagen	DKK 80,000	100%
BRØGGERIET ApS	Copenhagen	DKK 200,000	100%
Bæst Bar ApS	Copenhagen	DKK 80,000	100%
CAFÉ DA VINCI ApS	Copenhagen	DKK 125,000	100%
Charlottenlund Venues ApS	Copenhagen	DKK 50,000	100%
CUCARACHA BAR ApS	Copenhagen	DKK 125,000	100%
Dandy Cph. ApS	Copenhagen	DKK 50,000	100%
DEN GLADE GRIS ApS	Copenhagen	DKK 125,000	100%
Dorsia ApS	Copenhagen	DKK 50,000	100%
El Dorado Bar ApS	Copenhagen	DKK 50,000	100%
Farfars ApS	Copenhagen	DKK 80,000	100%
GULDHORNENE KBH. ApS	Copenhagen	DKK 125,000	55%

Notes to the Financial Statements

GULDHORNENE AALBORG ApS	Copenhagen	DKK 80,000	100%
GULDHORNENE, ÅRHUS ApS	Copenhagen	DKK 80,000	100%
H-BAR ÅRHUS ApS	Copenhagen	DKK 50,000	100%
HEIDIS BIER BAR ODENSE ApS	Copenhagen	DKK 125,000	100%
Heidis Bier Bar Sønderborg ApS	Copenhagen	DKK 50,000	100%
HEIDIS BIER BAR THISTED ApS	Copenhagen	DKK 50,000	100%
Heidi's Bier Bar Vejle ApS	Copenhagen	DKK 50,000	100%
HEIDIS BIER BAR AALBORG ApS	Copenhagen	DKK 80,000	100%
HEIDIS BIER BAR ÅRHUS ApS	Copenhagen	DKK 125,000	100%
HEIDI'S BIER-BAR ApS	Copenhagen	DKK 125,000	100%
HEIDI'S BIER-BAR SVENDBORG ApS	Copenhagen	DKK 80,000	100%
HIVE ApS	Copenhagen	DKK 80,000	100%
HORNSLETH BAR ApS	Copenhagen	DKK 125,000	100%
KBH Invest III ApS	Copenhagen	DKK 60,000	100%
L.A. TEQUILA BAR ODENSE ApS	Copenhagen	DKK 125,000	100%
LA BAR, KØBENHAVN ApS	Copenhagen	DKK 125,000	100%
La Boucherie ApS	Copenhagen	DKK 80,000	100%
LA Tequila Bar Aarhus ApS	Copenhagen	DKK 50,000	100%
Little Green Door ApS	Copenhagen	DKK 80,000	100%
LouLou Århus ApS	Copenhagen	DKK 50,000	75%
MUSEN & ELEFANTEN ApS	Copenhagen	DKK 80,000	100%
nbar ApS	Copenhagen	DKK 50,000	100%
NightPay ApS	Copenhagen	DKK 50,000	100%
No Stress Bar DK ApS	Copenhagen	DKK 50,000	50%
Rabalder Bar ApS	Copenhagen	DKK 50,000	100%
REKOM & JYRGEN DAMPMØLLEN ApS	Copenhagen	DKK 50,000	100%
Rekom DK Invest ApS	Copenhagen	DKK 50,000	100%
- BUDDY HOLLY. FREDERIKSHAVN ApS	Copenhagen	DKK 125,000	100%
- CRAZY DAISY. NÆSTVED ApS	Copenhagen	DKK 125,000	100%
- Dansebar & Einstein Herning ApS	Copenhagen	DKK 80,000	100%
- DANSEBAR, ROSKILDE ApS	Copenhagen	DKK 125,000	100%
- ESKE's ApS	Copenhagen	DKK 80,000	100%
- James Bond - 007 ApS	Copenhagen	DKK 50,000	100%
- Kompagnibar ApS	Copenhagen	DKK 50,000	100%
- Lola Sønderborg ApS	Copenhagen	DKK 125,000	100%
- Mavericks Silkeborg ApS	Copenhagen	DKK 50,000	100%
- Mørk's Kælder ApS	Copenhagen	DKK 200,000	100%
- PIONER BAR TØNDER ApS	Copenhagen	DKK 50,000	100%
- PIONER BAR, ESBJERG ApS	Copenhagen	DKK 50,000	100%
- PIONER BAR, VARDE ApS	Copenhagen	DKK 80,000	100%
- Rustik - Bar og Natklub ApS	Copenhagen	DKK 50,000	100%
- Temabar ApS	Copenhagen	DKK 125,000	100%
- Temabar Viborg ApS	Copenhagen	DKK 50,000	100%
- VILLA, SILKEBORG ApS	Copenhagen	DKK 50,000	100%

Notes to the Financial Statements

ReKom Drift 1 ApS	Copenhagen	DKK 50,000	100%
Rekom Drift 5 ApS	Copenhagen	DKK 50,000	100%
ReKom Event ApS	Copenhagen	DKK 50,000	100%
Rekom Group A/S	Copenhagen	DKK 500,000	100%
Rekom Group Norge AS	Kristiansand	NOK 30,000	100%
- Rekom Norge AS	Kristiansand	NOK 100,000	100%
- Beverly AS	Kristiansand	NOK 89,105	100%
- ENGINE 12 DRAMMEN AS	Kristiansand	NOK 30,000	100%
- Fina Vere AS	Kristiansand	NOK 60,000	100%
- HBB Bergen AS	Kristiansand	NOK 100,000	100%
- HBB Kristianssand AS	Kristiansand	NOK 30,000	100%
- HBB Stavanger AS	Kristiansand	NOK 9,167,582	100%
- HBB Trondheim AS	Kristiansand	NOK 30,000	100%
- HBB Tønsberg AS	Kristiansand	NOK 30,000	100%
- Heidis Bier bar Drammen AS	Kristiansand	NOK 30,000	100%
- Heidi's Bier Bar Oslo AS	Kristiansand	NOK 500,000	100%
- Hygge AS	Kristiansand	NOK 60,000	100%
- ISM Oslo AS	Kristiansand	NOK 30,000	100%
- Jenny AS	Kristiansand	NOK 200,000	50%
- KJ10 Rekom AS	Kristiansand	NOK 30,000	100%
- La Belle drift AS	Kristiansand	NOK 200,000	100%
- Loulou Bergen AS	Kristiansand	NOK 30,000	100%
- Ovenpaa Drift AS	Kristiansand	NOK 102,000	100%
- Rekom Norge Drift 11 AS	Kristiansand	NOK 30,000	100%
- Rekom R&D NUF	Kristiansand	NOK 0	100%
- Rekom Stavanger AS	Kristiansand	NOK 30,000	100%
- Rekom Tromsø AS	Kristiansand	NOK 30,000	100%
- Sirkus Oslo AS	Kristiansand	NOK 30,000	100%
- Skjenken Bar og Bakgård AS	Kristiansand	NOK 30,000	100%
- Skaal Stavanger AS (tidl. Staale Mørch)	Kristiansand	NOK 196,000	100%
- Stavanger Sportscafe AS	Kristiansand	NOK 34,241	100%
- Store Høvding AS	Kristiansand	NOK 30,000	100%
REKOM R&D ApS	Copenhagen	DKK 125,000	100%
ReKom Aalborg ApS	Copenhagen	DKK 50,000	100%
- ANDYS/SPRUTTEN ApS	Copenhagen	DKK 500,000	100%
- Den Nordiske Ambassade ApS	Copenhagen	DKK 50,000	100%
- FABRIKKEN, AALBORG ApS	Copenhagen	DKK 500,000	100%
- FFB Invest Aalborg ApS	Copenhagen	DKK 500,000	100%
- GIRAFFEN ApS	Copenhagen	DKK 500,000	100%
- High Voltage Ålborg ApS	Copenhagen	DKK 50,000	100%
- LA BAR/TYREN ApS	Copenhagen	DKK 500,000	100%
- Lala, Ålborg ApS	Copenhagen	DKK 50,000	100%
- MEXI BAR ApS	Copenhagen	DKK 500,000	100%
- The Drunken Flamingo, Aalborg ApS	Copenhagen	DKK 50,000	100%

Notes to the Financial Statements

- VIGGO'S VÆRTSHUS ApS	Copenhagen	DKK 125,000	100%
Restaurationskompagniet Finland Oy	Helsinki	EUR 1,250,000	100%
Rhino Bar ApS	Copenhagen	DKK 90,000	100%
SIMPELT V ApS	Copenhagen	DKK 90,000	100%
SJUS BAR ApS	Copenhagen	DKK 125,000	100%
SKAAL ApS	Copenhagen	DKK 50,000	90%
Stereo Bar ApS	Copenhagen	DKK 80,000	100%
Stereo Bar Vestergade ApS	Copenhagen	DKK 50,000	100%
THE AUSTRALIAN BAR KØBENHAVN ApS	Copenhagen	DKK 200,000	100%
THE AUSTRALIAN BAR ODENSE ApS	Copenhagen	DKK 200,000	100%
THE AUSTRALIAN BAR AARHUS ApS	Copenhagen	DKK 80,000	100%
THE DRUNKEN FLAMINGO ApS	Copenhagen	DKK 80,000	100%
TYROLIA BIER KLUB ApS	Copenhagen	DKK 80,000	100%
Tørst Bar ApS	Copenhagen	DKK 90,000	100%

13 Other fixed asset investments

	<u>Group</u>	<u>Parent</u>
	Deposits KDKK	Receivables from group enterprises KDKK
Cost at 1 January 2019	13,352	7,276
Additions for the year	6,368	67,368
Disposals for the year	-1,102	0
Cost at 31 December 2019	<u>18,618</u>	<u>74,644</u>
Carrying amount at 31 December 2019	<u>18,618</u>	<u>74,644</u>

14 Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

15 Equity

The share capital consists of 600,000 shares of a nominal value of DKK 1. No shares carry any special rights.

Notes to the Financial Statements

	Group		Parent	
	2019	2018	2019	2018
	KDKK 12 months	KDKK 8 months	KDKK 12 months	KDKK 10 months
16 Distribution of profit				
Minority interests' share of net profit/loss of subsidiaries	1,755	165	0	0
Retained earnings	-47,302	-31,581	-47,301	-31,581
	-45,547	-31,416	-47,301	-31,581
17 Provision for deferred tax				
Provision for deferred tax at 1 January 2019	31,190	0	0	0
Amounts recognised in the income statement for the year	-1,505	31,190	0	0
Addition	5,891	0	0	0
Provision for deferred tax at 31 December 2019	35,576	31,190	0	0
18 Other provisions				
Other provisions consist of estimated cost relating to deferred payments.				
Other provisions	0	15,286	0	0
	0	15,286	0	0

Notes to the Financial Statements

19 Long-term debt

Payments due within 1 year are recognised in short-term debt. Other debt is recognised in long-term debt.

The debt falls due for payment as specified below:

	Group		Parent	
	2019	2018	2019	2018
	KDKK 12 months	KDKK 8 months	KDKK 12 months	KDKK 10 months
Mortgage loans				
Between 1 and 5 years	574	742	0	0
Long-term part	574	742	0	0
Within 1 year	57	0	0	0
	631	742	0	0
Credit institutions				
After 5 years	658,960	454,785	375,019	454,785
Long-term part	658,960	454,785	375,019	454,785
Other short-term debt to credit institutions	22,120	25,584	0	0
	681,080	480,369	375,019	454,785
Other payables				
Between 1 and 5 years	12,849	3,870	0	0
Long-term part	12,849	3,870	0	0
Other short-term payables	121,095	65,888	10,091	16,282
	133,944	69,758	10,091	16,282

Notes to the Financial Statements

	Group	
	2019	2018
	KDKK 12 months	KDKK 10 months
20 Cash flow statement - adjustments		
Financial income	-1,624	-6,717
Financial expenses	63,024	33,801
Depreciation, amortisation and impairment losses, including losses and gains on sales	81,760	54,988
Tax on profit/loss for the year	3,964	-799
	147,124	81,273
21 Cash flow statement - change in working capital		
Change in inventories	-9,616	-6,376
Change in receivables	-24,920	-2,278
Change in other payables	55,207	0
Change in trade payables, etc	22,740	28,527
	43,411	19,873

Notes to the Financial Statements

	Group		Parent	
	2019	2018	2019	2018
	KDKK 12 months	KDKK 8 months	KDKK 12 months	KDKK 10 months
22 Contingent assets, liabilities and other financial obligations				

Charges and security

The following assets have been placed as security with mortgage credit institutes:

Land and buildings with a booked value of	1,575	1,611	0	0
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Rental and lease obligations

Lease obligations under operating leases. Total future lease payments:

Within 1 year	73,826	50,800	0	0
Between 1 and 5 years	164,739	99,004	0	0
After 5 years	75,735	38,684	0	0
	314,300	188,488	0	0

Other contingent liabilities

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of CC Fly Invest ApS, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

The Group has a credit facility agreement with Nordea with a credit limit of DKK 85 million of which an overdraft facility amounts to DKK 50 millions and a rent guarantee limit amounts to DKK 35 millions.

Certain of the Group's subsidiaries have pledged operating equipment and leases including rights for a total of DKK 91 million (DKK 90 million at 31 December 2018). At the same time, certain of the Group's subsidiary shares are pledged in connection with their accession to the credit agreements.

The parent company's shares in Rekom Group A/S are pledged in connection with the company's accession to the credit agreements.

The company has secured a guarantee against Rekom Group's credit facility at Nordea. At year end this amounts to DKK 24 million (DKK 22 million at 31 December 2018).

Notes to the Financial Statements

23 Related parties

	Basis
Controlling interest	
CataCap II K/S	Ultimate parent company
CC Fly Holding I ApS	Principal Shareholder

Transactions

The Company has chosen only to disclose transactions which have not been made on an arm's length basis in accordance with section 98(c)(7) of the Danish Financial Statements Act.

	Group		Parent	
	2019	2018	2019	2018
	KDKK 12 months	KDKK 8 months	KDKK 12 months	KDKK 10 months
24 Fee to auditors appointed at the general meeting				
PricewaterhouseCoopers				
Audit fee	2,716	2,164	24	24
Other assurance engagements	65	300	0	0
Tax advisory services	250	703	0	0
Other services	2,394	1,167	5	5
	5,425	4,334	29	29

Notes to the Financial Statements

25 Accounting Policies

The Annual Report of CC Fly Holding II A/S for 2019 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The Consolidated and Parent Company Financial Statements for 2019 are presented in KDKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Basis of consolidation

The Consolidated Financial Statements comprise the Parent Company, CC Fly Holding II A/S, and subsidiaries in which the Parent Company directly or indirectly holds more than 50% of the votes or in which the Parent Company, through share ownership or otherwise, exercises control. Enterprises in which the Group holds between 20% and 50% of the votes and exercises significant influence but not control are classified as associates.

On consolidation, items of a uniform nature are combined. Elimination is made of intercompany income and expenses, shareholdings, dividends and accounts as well as of realised and unrealised profits and losses on transactions between the consolidated enterprises.

The Parent Company's investments in the consolidated subsidiaries are set off against the Parent Company's share of the net asset value of subsidiaries stated at the time of consolidation.

Business combinations

Business acquisitions

Acquisitions of subsidiaries are accounted for using the purchase method under which the identifiable assets and liabilities of the entity acquired are measured at fair value at the time of acquisition. Acquired

Notes to the Financial Statements

25 Accounting Policies (continued)

contingent liabilities are recognised at fair value in the Consolidated Financial Statements to the extent that the value can be measured reliably.

The time of acquisition is the time when the Group obtains control of the entity acquired.

The cost of the entity acquired is the fair value of the consideration agreed, including consideration contingent on future events. Transaction costs directly attributable to the acquisition of subsidiaries are recognised in the income statement as incurred.

Positive differences between the cost of the entity acquired and identifiable assets and liabilities are recognised as goodwill in intangible assets in the balance sheet and are amortised in the income statement on a straight-line basis over their estimated useful lives. Amortisation of goodwill is allocated in the Consolidated Financial Statements to the operations to which goodwill is related. Where the differences are negative, they are recognised immediately in the income statement.

Where the purchase price allocation is not final, positive and negative differences from acquired subsidiaries due to changes to the recognition and measurement of identifiable net assets may be adjusted for up to 12 months after the time of acquisition. These adjustments are also reflected in the value of goodwill or negative goodwill, including in amortisation already made.

Where cost includes contingent consideration, this is measured at fair value at the time of acquisition. Contingent consideration is subsequently measured at fair value. Any value adjustments are recognised in the income statement.

In respect of step acquisitions, any previously held investments in the entity acquired are remeasured at fair value at the time of acquisition. The difference between the carrying amount of the investment previously held and the fair value is recognised in the income statement.

Minority interests

Minority interests form part of the Group's total equity. Upon distribution of net profit, net profit is broken down on the share attributable to minority interests and the share attributable to the shareholders of the Parent Company. Minority interests are recognised on the basis of a remeasurement of acquired assets and liabilities to fair value at the time of acquisition of subsidiaries.

Business acquisitions

Minority interests are recognised at the carrying amounts of the acquired assets and liabilities at the time of acquisition of subsidiaries.

On subsequent changes to minority interests where the Group retains control of the subsidiary, the consideration is recognised directly in equity.

Notes to the Financial Statements

25 Accounting Policies (continued)

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

Revenue

Information on business segments and geographical segments based on the Group's risks and returns and its internal financial reporting system. Business segments are regarded as the primary segments.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Group.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Expenses for raw materials and consumables

Expenses for raw materials and consumables comprise the raw materials and consumables consumed to achieve revenue for the year.

Other external expenses

Other external expenses comprise expenses for premises, sales and distribution as well as office expenses, etc.

Notes to the Financial Statements

25 Accounting Policies (continued)

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Income from investments in subsidiaries

The item “Income from investments in subsidiaries” in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with wholly owned Danish and foreign subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

Balance Sheet

Intangible assets

Goodwill acquired is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over its useful life, which is assessed at 10-20 years.

Patents and licences are measured at the lower of cost less accumulated amortisation and recoverable amount. Patents are amortised over the remaining patent period, and licences are amortised over the licence period; however not exceeding 20 years.

Development costs and costs relating to rights developed by the Company are recognised in the income statement as costs in the year of acquisition.

Notes to the Financial Statements

25 Accounting Policies (continued)

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Interest expenses on loans raised directly for financing the construction of property, plant and equipment are recognised in cost over the period of construction. All indirectly attributable borrowing expenses are recognised in the income statement.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Production buildings	50	years
Other fixtures and fittings, tools and equipment	3-5	years
Leasehold improvements	3-10	years

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation.

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item "Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Notes to the Financial Statements

25 Accounting Policies (continued)

Subsidiaries with a negative net asset value are recognised at KDKK o. Any legal or constructive obligation of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Other fixed asset investments

Other fixed asset investments consist of deposits and receivables from group enterprises.

Inventories

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

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale equals landed cost.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Group has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Other provisions include deferred payments and vacancy costs. Provisions are measured and recognised based on experience with deferred payments and vacancy costs.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimi-

Notes to the Financial Statements

25 Accounting Policies (continued)

nation in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

Loans, such as mortgage loans and loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Mortgage loans are measured at amortised cost, which for cash loans corresponds to the remaining loan. Amortised cost of debenture loans corresponds to the remaining loan calculated as the underlying cash value of the loan at the date of raising the loan adjusted for depreciation of the price adjustment of the loan made over the term of the loan at the date of raising the loan.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

Cash Flow Statement

The cash flow statement shows the Group's cash flows for the year broken down by operating, investing and financing activities, changes for the year in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the net profit/loss for the year adjusted for changes in working capital and non-cash operating items such as depreciation, amortisation and impairment losses, and provisions. Working capital comprises current assets less short-term debt excluding items included in cash and cash equivalents.

Notes to the Financial Statements

25 Accounting Policies (continued)

Cash flows from investing activities

Cash flows from investing activities comprise cash flows from acquisitions and disposals of intangible assets, property, plant and equipment as well as fixed asset investments.

Cash flows from financing activities

Cash flows from financing activities comprise cash flows from the raising and repayment of long-term debt as well as payments to and from shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise "Cash at bank and in hand".

The cash flow statement cannot be immediately derived from the published financial records.

Financial Highlights

Explanation of financial ratios

Gross margin	$\frac{\text{Gross profit} \times 100}{\text{Revenue}}$
Profit margin	$\frac{\text{Profit before financials} \times 100}{\text{Revenue}}$
Return on assets	$\frac{\text{Profit before financials} \times 100}{\text{Total assets}}$
Solvency ratio	$\frac{\text{Equity at year end} \times 100}{\text{Total assets at year end}}$
Return on equity	$\frac{\text{Net profit for the year} \times 100}{\text{Average equity}}$