Deloitte.

Superstruct Denmark Holdings ApS

Studsgade 35, st.
8000 Aarhus C
CVR No. 40482822

Annual report 2021

The Annual General Meeting adopted the annual report on 15.07.2022

Sinisa Krnic
Chairman of the General Meeting

Contents

Entity details

Entity

Superstruct Denmark Holdings ApS
Studsgade 35, st.
8000 Aarhus C

Business Registration No.: 40482822
Registered office: Aarhus
Financial year: 01.01.2021 - 31.12.2021

Executive Board

Sinisa Krnic, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
City Tower, Værkmestergade 2
8000 Aarhus C

Statement by Management on the annual report

The Executive Board has today considered and approved the annual report of Superstruct Denmark Holdings ApS for the financial year 01.01.2021 - 31.12.2021.

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

In my opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2021 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2021 - 31.12.2021.

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

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

Aarhus, 15.07.2022

Executive Board

Sinisa Krnic
CEO

Independent auditor's report

To the shareholders of Superstruct Denmark Holdings ApS

Opinion

We have audited the consolidated financial statements and the parent financial statements of Superstruct Denmark Holdings ApS for the financial year 01.01.2021 - 31.12.2021, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as the Parent, and the consolidated cash flow statement. The consolidated financial statements and the parent financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the consolidated financial statements and the parent financial statements give a true and fair view of the Group's and the Parent's financial position at 31.12.2021 and of the results of their operations and the consolidated cash flows for the financial year 01.01.2021 - 31.12.2021 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements" section of this auditor's report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibilities for the consolidated financial statements and the parent financial statements

Management is responsible for the preparation of consolidated financial statements and parent 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 consolidated financial statements and parent financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements and the parent financial statements, Management is responsible for assessing the Group's and the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the consolidated financial statements and the parent financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements and the parent financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements and the parent 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 consolidated financial statements and parent 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 consolidated financial statements and the parent 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 Group's and the Entity’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

- Conclude on the appropriateness of Management’s use of the going concern basis of accounting in preparing the consolidated financial statements and the parent 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 Entity’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements and the parent 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 Group and the Entity to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements and the parent financial statements, including the disclosures in the notes, and whether the consolidated financial statements and the parent 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.

Statement on the management commentary

Management is responsible for the management commentary.

Our opinion on the consolidated financial statements and the parent financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements and the parent financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the consolidated financial statements and the parent financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the consolidated financial statements and the parent financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Aarhus, 15.07.2022

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR No. 33963556

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

Sune Pagh Sølvsteen
State Authorised Public Accountant
Identification No (MNE) mne47819

Management commentary

Financial highlights

	2021 DKK'000	2020 DKK'000	2019 DKK'000
Key figures			
Gross profit/loss	18,503	21,919	18,974
Operating profit/loss	(24,753)	(24,069)	(20,598)
Net financials	(8,182)	(7,375)	(5,361)
Profit/loss for the year	(36,161)	(28,771)	(22,404)
Profit for the year excl. minority interests	(35,622)	(28,569)	(22,297)
Balance sheet total	242,497	256,261	263,627
Investments in property, plant and equipment	457	378	829
Equity	(8,162)	28,087	55,483
Equity excl. minority interests	(5,847)	29,776	56,970
Cash flows from operating activities	(7,631)	(30,105)	(23,059)
Cash flows from investing activities	(488)	(902)	(94,057)
Cash flows from financing activities	8,090	6,909	145,638
Average number of employees	27	32	41
Ratios			
Equity ratio (%)	(2.41)	11.62	21.61

The financial year 2019 includes the period 24.04.2019 - 31.12.2019.

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Equity ratio (%):

$$\frac{\text{Equity excl. minority interests} * 100}{\text{Balance sheet total}}$$

Primary activities
The parent company's main activity is to hold equity shares in other companies and the Group's main activity is to opporate within the music industry.

Development in activities and finances
The income statement of the Group for 2021 shows a loss of DKK 35.6m, and at 31 December 2021 the balance sheet of the Group shows equity of DKK -5,8m.

The festival was cancelled in the year, and no revenue from this was generated. The Danish government has granted compensation for cancelled events, which we have made use of. For further information on this compensation, please see note 3.

The parent company has lost more than 50 % of the contributed capital and the company is therefore subject to the Capital losses rules of the Danish companies Act § 119. Management expects to re-establish equity through future operations in 2022.

Profit/loss for the year in relation to expected developments
The loss for the year was in line with expectations because of COVID-19 and cancelled festivals.

Uncertainty relating to recognition and measurement
The management has made changes in accounting estimates related to the recognition of deferred tax assets. In 2021 the Group has recognized tax assets which are expected to be utilized within 1 year. In 2020 the Group has recognized tax assets which are expected to be utilized within a 3-4 year period. The effects of changes in accounting estimates are presented in note 13.

Unusual circumstances affecting recognition and measurement
No unusual circumstances have affected recognition and measurement in 2021.

Outlook
Ticket sales for the festival in 2022 have been good and exceed expectations. The Group's budget shows enough liquidity for the Group's future operations. For further information on this and our liquidity, please see note 1.

The management expects the profit in 2022 will be DKK 10-15,0m.

Use of financial instruments
The Group has no financial instruments. The Group's financial risks constitute exposures in connection with its financial position and its ability to provide liquidity and cash flows for its future operations.

Knowledge resources
The Group’s primary knowledge resources are employees and the historically developed know-how within festivals and music events. The Group’s future earnings are therefore conditional on the knowledge resources within festivals and music events but in particular also on market knowledge.

Environmental performance
The Group has no activities directly affecting the environment. It is the Group’s interest to conduct environmentally sound operations.

Research and development activities

Development projects consist primarily of the development of a new volunteer program, which will be used in connection with the festivals in 2022. At 31.12.21, the development project has therefore not yet been taken into use. The development project must ensure, among other things, a more optimal way of creating duty schedules, and make it more attractive to be a volunteer, so that costs on recruitment and temporary staff are saved. Only external expenses are capitalised.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date, which would influence the evaluation ofthis annual report. The Group expects all festivals and other operations to be held in 2022, and expects no further effects from COVID-19.

Consolidated income statement for 2021

	Notes	2021 DKK	2020 DKK
Gross profit/loss	3	**18,502,845**	**21,919,106**
Staff costs	4	(17,829,962)	(19,881,462)
Depreciation, amortisation and impairment losses	5	(25,425,625)	(26,106,266)
Operating profit/loss		**(24,752,742)**	**(24,068,622)**
Other financial income		47,618	546,845
Other financial expenses	6	(8,229,828)	(7,921,740)
Profit/loss before tax		**(32,934,952)**	**(31,443,517)**
Tax on profit/loss for the year	7	(3,226,305)	2,672,904
Profit/loss for the year	8	**(36,161,257)**	**(28,770,613)**

Consolidated balance sheet at 31.12.2021

Assets

	Notes	2021 DKK	2020 DKK
Completed development projects	10	58,148	159,804
Acquired intangible assets		21,029,683	30,084,786
Goodwill		113,175,125	128,608,150
Development projects in progress	10	704,301	681,162
Intangible assets	9	**134,967,257**	**159,533,902**
Other fixtures and fittings, tools and equipment		431,996	1,267,892
Prepayments for property, plant and equipment		457,359	0
Property, plant and equipment	11	**889,355**	**1,267,892**
Deposits		656,521	648,700
Financial assets	12	**656,521**	**648,700**
Fixed assets		**136,513,133**	**161,450,494**
Raw materials and consumables		599,443	0
Manufactured goods and goods for resale		330,770	1,458,457
Inventories		**930,213**	**1,458,457**
Trade receivables		6,715,549	5,822,172
Deferred tax	13	3,621,000	8,623,275
Other receivables		69,894,948	53,256,682
Prepayments	14	2,171,478	3,012,340
Receivables		**82,402,975**	**70,714,469**
Cash		**22,651,020**	**22,637,610**
Current assets		**105,984,208**	**94,810,536**
Assets		**242,497,341**	**256,261,030**

Equity and liabilities

	Notes	2021 DKK	2020 DKK
Contributed capital		40,001	40,001
Reserve for development costs		0	655,953
Retained earnings		(5,886,530)	29,079,606
Equity belonging to Parent's shareholders		**(5,846,529)**	**29,775,560**
Equity belonging to minority interests		**(2,315,010)**	**(1,688,364)**
Equity		**(8,161,539)**	**28,087,196**
Deferred tax	13	4,614,008	6,591,440
Provisions		**4,614,008**	**6,591,440**
Prepayments received from customers		5,552,872	0
Payables to group enterprises		128,422,605	120,347,207
Other payables		1,091,168	1,056,641
Non-current liabilities other than provisions	15	**135,066,645**	**121,403,848**

Mortgage debt		0	37,229
Bank loans		51,908	0
Prepayments received from customers		86,729,445	73,424,022
Trade payables		16,856,808	15,059,031
Payables to owners and management		4,531	7,171
Other payables		7,335,535	10,878,826
Deferred income	16	0	772,267
Current liabilities other than provisions		**110,978,227**	**100,178,546**
Liabilities other than provisions		**246,044,872**	**221,582,394**
Equity and liabilities		**242,497,341**	**256,261,030**
Going concern	1		
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Unrecognised rental and lease commitments	18		
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Consolidated statement of changes in equity for 2021

	Contributed capital DKK	Reserve for development costs DKK	Retained earnings DKK	Equity belonging to Parent's shareholders DKK	Equity belonging to minority interests DKK
Equity beginning of year	40,001	655,953	(4,061,088)	(3,365,134)	(1,688,364)
Adjustment of material errors	0	0	33,140,694	33,140,694	0
Adjusted equity, beginning of year	**40,001**	**655,953**	**29,079,606**	29,775,560	(1,688,364)
Other entries on equity	0	0	0	0	(87,478)
Transfer to reserves	0	(655,953)	655,953	0	0
Profit/loss for the year	0	0	(35,622,089)	(35,622,089)	(539,168)
Equity end of year	**40,001**	**0**	**(5,886,530)**	**(5,846,529)**	**(2,315,010)**

	Total DKK
Equity beginning of year	(5,053,498)
Adjustment of material errors	33,140,694
Adjusted equity, beginning of year	**28,087,196**
Other entries on equity	(87,478)
Transfer to reserves	0
Profit/loss for the year	(36,161,257)
Equity end of year	**(8,161,539)**

Consolidated cash flow statement for 2021

	Notes	2021 DKK	2020 DKK
Operating profit/loss		(24,752,742)	(24,068,622)
Amortisation, depreciation and impairment losses		25,425,680	26,106,266
Working capital changes	17	209,864	(23,823,801)
Cash flow from ordinary operating activities		**882,802**	**(21,786,157)**
Financial income received		2,302	546,845
Financial expenses paid		(8,226,869)	(7,921,740)
Taxes refunded/(paid)		0	(644,296)
Other cash flows from operating activities		(288,940)	(299,498)
Cash flows from operating activities		**(7,630,705)**	**(30,104,846)**
Acquisition etc. of intangible assets		(23,139)	(706,988)
Acquisition etc. of property, plant and equipment		(457,359)	(377,576)
Sale of property, plant and equipment		0	136,314
Acquisition of fixed asset investments		(7,821)	0
Sale of fixed asset investments		0	46,450
Cash flows from investing activities		**(488,319)**	**(901,800)**
Free cash flows generated from operations and investments before financing		**(8,119,024)**	**(31,006,646)**
Loans raised		51,908	0
Repayments of loans etc.		(37,229)	(153,841)
Incurrence of debt to group enterprises		8,075,398	7,062,894
Cash flows from financing activities		**8,090,077**	**6,909,053**
Increase/decrease in cash and cash equivalents		**(28,947)**	**(24,097,593)**
Cash and cash equivalents beginning of year		22,637,610	46,735,203
Currency translation adjustments of cash and cash equivalents		42,357	0
Cash and cash equivalents end of year		**22,651,020**	**22,637,610**

Cash and cash equivalents at year-end are composed of:

Cash	22,651,020	22,637,610
Cash and cash equivalents end of year	**22,651,020**	**22,637,610**

Notes to consolidated financial statements

1 Going concern

The Group's activites includes Northside and Tinderbox. Like 2020 the Group's activities has been significantly affected by the implications of COVID-19, which has led to the cancellation of the Group's primary activities in 2020 and 2021. The Group has in 2020 and in 2021 received compensation as partial allowance of the costs associated with restrictions. A significant proportion of customers have chosen to exchange tickets for later events, which is why repayment of sold tickets has so far only taken place to a very limited extent. The Group expects to have sufficient funds from own operations. Furthermore, the Group's parent company intends to support the group financially if necessary.

Management expect to hold the festivals Northside and Tinderbox in 2022, and this generate profit in the group for 2022. It is then the management's assessment that the Group is sufficiently secured for the future, which is why the management presents the consolidated financial statements on the assumption of continued operations.

2 Change in accounting estimates

The management has made changes in accounting estimates related to the recognition of deferred tax assets. In 2021 the Group has recognized tax assets which are expected to be utilized within 1 year. In 2020 the Group has recognized tax assets which are expected to be utilized within a 3-4 year period. The effects of changes in accounting estimates are presented in note 13.

3 Gross profit/loss

Other operating income, which is a part of the gross profit, included compensation from the Covid-19 support packages related to events due to the outbreak and spread of Covid-19, in 2021 with TDKK 40.307, and in 2020 TDKK 49.978.

4 Staff costs

	2021 DKK	2020 DKK
Wages and salaries	14,862,633	16,752,334
Pension costs	2,748,358	2,919,695
Other social security costs	198,625	209,433
Other staff costs	20,346	0
	17,829,962	**19,881,462**
Average number of full-time employees	**27**	**32**

5 Depreciation, amortisation and impairment losses

	2021 DKK	2020 DKK
Amortisation of intangible assets	24,589,729	24,686,872
Depreciation on property, plant and equipment	835,896	1,374,418
Profit/loss from sale of intangible assets and property, plant and equipment	0	44,976
	25,425,625	**26,106,266**

6 Other financial expenses

	2021 DKK	2020 DKK
Financial expenses from group enterprises	8,120,695	7,609,914
Other interest expenses	104,559	292,279
Exchange rate adjustments	2,959	19,547
Other financial expenses	1,615	0
	8,229,828	**7,921,740**

7 Tax on profit/loss for the year

	2021 DKK	2020 DKK
Change in deferred tax	3,024,843	(3,547,594)
Adjustment concerning previous years	201,462	874,690
	3,226,305	**(2,672,904)**

8 Proposed distribution of profit/loss

	2021 DKK	2020 DKK
Retained earnings	(35,622,089)	(28,569,403)
Minority interests' share of profit/loss	(539,168)	(201,210)
	(36,161,257)	**(28,770,613)**

9 Intangible assets

	Completed development projects DKK	Acquired intangible assets DKK	Goodwill DKK	Development projects in progress DKK
Cost beginning of year	616,434	45,145,303	154,329,715	681,162
Additions	0	0	0	23,139
Cost end of year	**616,434**	**45,145,303**	**154,329,715**	**704,301**
Amortisation and impairment losses beginning of year	(456,630)	(15,060,518)	(25,721,619)	0
Amortisation for the year	(101,656)	(9,055,102)	(15,432,971)	0
Amortisation and impairment losses end of year	**(558,286)**	**(24,115,620)**	**(41,154,590)**	**0**
Carrying amount end of year	**58,148**	**21,029,683**	**113,175,125**	**704,301**

10 Development projects

Development projects consist primarily of the development of a new volunteer program, which will be used in connection with the festivals in 2022. At 31.12.21, the development project has therefore not yet been taken into use.
The development project must ensure, among other things, a more optimal way of creating duty schedules, and make it more attractive to be a volunteer, so that costs on recruitment and temporary staff are saved.

Only external expenses are capitalised.

As the project will contribute to reduced cost going forward, Management has assessed that a valuation of DKK 704k gives a fair presentation.

11 Property, plant and equipment

	Other fixtures and fittings, tools and equipment DKK	Prepayments for property, plant and equipment DKK
Cost beginning of year	10,478,576	0
Additions	0	457,359
Disposals	(833,671)	0
Cost end of year	**9,644,905**	**457,359**
Depreciation and impairment losses beginning of year	(9,210,684)	0
Depreciation for the year	(835,896)	0
Reversal regarding disposals	833,671	0
Depreciation and impairment losses end of year	**(9,212,909)**	**0**
Carrying amount end of year	**431,996**	**457,359**

12 Financial assets

	Deposits DKK
Cost beginning of year	648,700
Additions	7,821
Cost end of year	**656,521**
Carrying amount end of year	**656,521**

13 Deferred tax

	2021 DKK	2020 DKK
Intangible assets	(102,000)	(161,610)
Property, plant and equipment	538,000	601,858
Receivables	59,000	(337,428)
Other investments	(4,614,008)	(6,591,440)
Tax losses carried forward	3,126,000	8,520,455
Deferred tax	**(993,008)**	**2,031,835**

Changes during the year	2021 DKK	2020 DKK
Beginning of year	2,031,835	(1,515,759)
Recognised in the income statement	(3,024,843)	3,547,594
End of year	**(993,008)**	**2,031,835**

Deferred tax has been recognised in the balance sheet as follows	2021 DKK	2020 DKK
Deferred tax assets	3,621,000	8,623,275
Deferred tax liabilities	(4,614,008)	(6,591,440)
	(993,008)	**2,031,835**

Deferred tax assets

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

Deferred tax liabilities comprises deferred tax from other investments according to purchase price allocation and will be reduced linearly in line with depreciation of other intangible rights.

14 Prepayments

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

15 Non-current liabilities other than provisions

	Due after more than 12 months 2021 DKK	Outstanding after 5 years 2021 DKK
Prepayments received from customers	5,552,872	0
Payables to group enterprises	128,422,605	128,422,605
Other payables	1,091,168	1,091,168
	135,066,645	**129,513,773**

16 Deferred income

Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

17 Changes in working capital

	2021 DKK	2020 DKK
Increase/decrease in inventories	528,244	(562,524)
Increase/decrease in receivables	(16,690,781)	(39,456,634)
Increase/decrease in trade payables etc.	16,372,401	16,195,357
	209,864	**(23,823,801)**

18 Unrecognised rental and lease commitments

	2021 DKK	2020 DKK
Total liabilities under rental or lease agreements until maturity	1,940,919	2,499,159

The future rental and lease payments pr. 31.12.2021 are within 1 year TDKK 1,078 (2020: TDKK 843) and between 1 and 5 years TDKK 862 (2020: TDKK 1,656).

19 Contingent assets

The Group has addition to the recognized tax asset of TDKK 3,126, a deferred tax asset of TDKK 12,994 at the balance sheet date. The asset is not recognised in the balance sheet because of uncertainty with respect to the utilization of it.

20 Assets charged and collateral

Cash balance of DKK 450,000 is a hedge account as collateral for the group's balances with Danske Bank.

21 Non-arm’s length related party transactions

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

22 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:
Superstruct Entertainment Ltd., London

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:
Superstruct Entertainment Ltd., London

23 Subsidiaries

	Registered in	Ownership %
DTD Holding ApS	Denmark	100.00
DTD Production ApS	Denmark	100.00
DTD Rental ApS	Denmark	100.00
DTD Concerts ApS	Denmark	90.00
Northside Entertainment ApS	Denmark	100.00
Tinderbox Entertainment ApS	Denmark	100.00
DTD Projects ApS	Denmark	100.00
DTD Crowd Safety ApS	Denmark	100.00
Komos Festival ApS	Denmark	100.00
Haven Festival ApS	Denmark	77.00
DTD Production Crew ApS*	Denmark	50.00

*Controlling interest

Parent income statement for 2021

	Notes	2021 DKK	2020 DKK
Gross profit/loss		**(71,250)**	**(75,180)**
Income from investments in group enterprises		(26,025,223)	(23,367,645)
Other financial income	3	55,399	547,020
Other financial expenses	4	(8,120,695)	(7,609,914)
Profit/loss before tax		**(34,161,769)**	**(30,505,719)**
Tax on profit/loss for the year	5	(1,481,317)	1,570,376
Profit/loss for the year	6	**(35,643,086)**	**(28,935,343)**

Parent balance sheet at 31.12.2021

Assets

	Notes	2021 DKK	2020 DKK
Investments in group enterprises		120,285,586	146,310,809
Financial assets	7	**120,285,586**	**146,310,809**
Fixed assets		**120,285,586**	**146,310,809**
Receivables from group enterprises		985,121	1,031,269
Deferred tax	8	0	1,570,376
Joint taxation contribution receivable		89,059	0
Receivables		**1,074,180**	**2,601,645**
Current assets		**1,074,180**	**2,601,645**
Assets		**121,359,766**	**148,912,454**

Equity and liabilities

	Notes	2021 DKK	2020 DKK
Contributed capital		40,001	40,001
Retained earnings		(7,177,840)	28,465,246
Equity		**(7,137,839)**	**28,505,247**
Payables to group enterprises		128,422,605	120,347,207
Non-current liabilities other than provisions	9	**128,422,605**	**120,347,207**
Trade payables		75,000	60,000
Current liabilities other than provisions		**75,000**	**60,000**
Liabilities other than provisions		**128,497,605**	**120,407,207**
Equity and liabilities		**121,359,766**	**148,912,454**
Going concern	1		
Change in accounting estimates	2		
Employees	10		
Contingent assets	11		
Contingent liabilities	12		
Assets charged and collateral	13		
Related parties with controlling interest	14		
Transactions with related parties	15		

Parent statement of changes in equity for 2021

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	40,001	(3,405,135)	(3,365,134)
Adjustment of material errors	0	31,870,381	31,870,381
Adjusted equity, beginning of year	**40,001**	**28,465,246**	**28,505,247**
Profit/loss for the year	0	(35,643,086)	(35,643,086)
Equity end of year	**40,001**	**(7,177,840)**	**(7,137,839)**

For further description of adjusments of material error see "material errors in previous years" in accounting policies.

The company has lost more than 50 % of the contributed capital and the company is therefore subject to the Capital losses rules of the Danish companies Act § 119. Management expects to re-establish equity through future operations in 2022.

Notes to parent financial statements

1 Going concern

The company is parent company of Superstruct Denmark Group including Northside and Tinderbox. Like 2020 the Group's activity has been significantly affected by the implications of COVID-19, which has led to the cancellation of the Group's primary activities in 2020 and 2021. The Group has in 2020 and in 2021 received compensation as partial allowance of the costs associated with restrictions. A significant proportion of customers have chosen to exchange tickets for later events, which is why repayment of sold tickets has so far only taken place to a very limited extent. Furthermore, the Group's parent company intends to support the group financially if necessary.

Management expect to hold the festivals Northside and Tinderbox in 2022, and this generate profit in the group for 2022. It is then the management's assessment that the Group is sufficiently secured for the future, which is why the management presents the consolidated financial statements on the assumption of continued operations.

2 Change in accounting estimates

For a description of changes in accounting estimates, please refer to the accounting policies and note 2 in the Group consolidated financial statement.

3 Other financial income

	2021 DKK	2020 DKK
Financial income from group enterprises	10,102	0
Exchange rate adjustments	45,297	547,020
	55,399	**547,020**

4 Other financial expenses

	2021 DKK	2020 DKK
Financial expenses from group enterprises	8,120,695	7,609,914
	8,120,695	**7,609,914**

5 Tax on profit/loss for the year

	2021 DKK	2020 DKK
Change in deferred tax	1,570,376	(1,570,376)
Refund in joint taxation arrangement	(89,059)	0
	1,481,317	**(1,570,376)**

6 Proposed distribution of profit and loss

	2021 DKK	2020 DKK
Retained earnings	(35,643,086)	(28,935,343)
	(35,643,086)	**(28,935,343)**

7 Financial assets

	Investments in group enterprises DKK
Cost beginning of year	187,582,231
Cost end of year	**187,582,231**
Impairment losses beginning of year	(41,271,422)
Amortisation of goodwill	(15,537,428)
Share of profit/loss for the year	(10,487,795)
Impairment losses end of year	**(67,296,645)**
Carrying amount end of year	**120,285,586**
Goodwill or negative goodwill recognised during the financial year	107,474,009

A specification of investments in subsidiaries is evident from the notes to the consolidated financial statements.

8 Deferred tax

	2021 DKK	2020 DKK
Tax losses carried forward	0	1,570,376
Deferred tax	**0**	**1,570,376**

Changes during the year	2021 DKK	2020 DKK
Beginning of year	1,570,376	1,106,449
Recognised in the income statement	(1,570,376)	463,927
End of year	**0**	**1,570,376**

Deferred tax assets

Deferred tax comprises tax loss carry-forwards expected to be utilised within the next year in the joint taxation contribution. For further description of deferred tax assets see "changes in accounting estimates" in accounting policies, and note 11 contigent assets.

9 Non-current liabilities other than provisions

	Due after more than 12 months 2021 DKK	Outstanding after 5 years 2021 DKK
Payables to group enterprises	128,422,605	128,422,605
	128,422,605	**128,422,605**

10 Employees

The Entity has no employees other than the Executive Board. The Executive Officer has not received any remuneration.

11 Contingent assets

The company has a deferred tax asset of TDKK 3,271 at the balance sheet date. The asset is not recognised in the balance sheet because of uncertainty with respect to the utilization of it.

12 Contingent liabilities

The Entity serves as the administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc. for the jointly taxed entities, and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

13 Assets charged and collateral

Collateral provided for group enterprises

The company has submitted a declaration of commitment to ensure sufficient liquidity to DTD Holding ApS to ensure sufficient liquidity for the coming financial year 2022.

14 Related parties with controlling interest

Superstruct Entertainment Ltd, London, United Kingdom owns all shares in the Entity, thus exercising control.

15 Non-arm’s length related party transactions

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

Accounting policies

Reporting class

This annual report has been prepared in accordance with the provisions of the Danish Financial Statements Act governing reporting class C enterprises (medium).

The accounting policies applied to these consolidated financial statements and parent financial statements are consistent with those applied last year except few reclassifications, and corrections of material errors in previous years.

Material errors in previous years

In 2019 Superstruct Denmark Holdings ApS acquired DTD Group (DTD Holding ApS and its entities). Material errors have been found according to the acquisition and therefore the numbers of 2020 have been adjusted.

The material errors comprise accounting of the purchase price allocation in 2019. The total purchase price was calculated incorrectly and was only allocated to goodwill. The correct amount of the purchase price should have been allocated into goodwill and intangible rights adjusted for deferred tax. The depreciation of goodwill is 10 years and intangible rights is 5 years. Deferred tax will be reduced on a straight-line basis in line with depreciation of other intangible rights.

Furthermore, the write-down of intercompany accounts and calculation of amortisation of goodwill upon recognition of investments in group enterprises were subject to an error in DTD Holding ApS. Holiday pay obligations to the company's directors in DTD Holding ApS have previously been recognized on the balance sheet, which is not correct.

This has the following effect in the consolidated financial statements and in the Superstruct Denmark Holdings ApS for 2020 numbers:

Consolidated financial statement:
Depreciation, amortisation and impairment losses: DKK -6,763,190
Change in deferred tax: DKK 1,977,432
Total effect on profit/loss: DKK -4,785,758

Acquired intangible assets: DKK 29,961,092
Goodwill: DKK 10,095,533
Total effect on Assets: DKK 40,056,625

Equity: DKK -33,140,694
Deferred tax, liabilities: DKK - 6,591,440
Other payables: DKK - 324,491
Total effect on Equity and Liabilities: DKK 40.056.625

Parent financial statement:
Income from investments in group enterprises: DKK -5,151,698
Investments in group enterprises: DKK 31,870,381
Equity: DKK 31,870,381

The error has no tax effect on the parent financial statements.

Changes in accounting estimates

The management has made changes in accounting estimates related to the recognition of deferred tax assets. In 2021 the Group has recognized tax assets which are expected to be utilized within 1 year. In 2020 the Group has recognized tax assets which are expected to be utilized within a 3-4 year period. The effects of changes in accounting estimates are presented in note 8 for the parent company and note 13 in the group for the changing of the year in deferred tax.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Consolidated financial statements

The consolidated financial statements comprise the Parent and the group enterprises (subsidiaries) that are controlled by the Parent. Control is achieved by the Parent, either directly or indirectly, holding more than 50% of the voting rights or in any other way possibly or actually exercising controlling influence.

Basis of consolidation

The consolidated financial statements are prepared on the basis of the financial statements of the Parent and its subsidiaries. The consolidated financial statements are prepared by combining uniform items. On consolidation, intra-group income and expenses, intra-group accounts and dividends as well as profits and losses on transactions between the consolidated enterprises are eliminated. The financial statements used for consolidation have been prepared applying the Group’s accounting policies.

Subsidiaries’ financial statement items are recognised in full in the consolidated financial statements. Minority interests’ pro rata shares of the profit/loss and the net assets are disclosed as separate items in Management's proposal for the distribution of net profit/loss and equity, respectively.

Investments in subsidiaries are offset at the pro rata share of such subsidiaries’ net assets at the acquisition date, with net assets having been calculated at fair value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the rate in effect at the payment date, or the rate at the balance sheet date, are recognised in the income statement as financial income or financial expenses. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

When recognising foreign subsidiaries and associates that are independent entities, the income statements are translated at average exchange rates for the months that do not significantly deviate from the rates at the transaction date. Balance sheet items are translated using the exchange rates at the balance sheet date. Goodwill is considered belonging to the independent foreign entity and is translated using the exchange rate at the balance sheet date. Exchange differences arising out of the translation of foreign subsidiaries' equity at the beginning of the year at the balance sheet date exchange rates and out of the translation of income statements from average rates to the exchange rates at the balance sheet date are recognised directly in the translation reserve in equity.

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

Income statement

Gross profit or loss
Gross profit or loss comprises revenue, changes in inventories of finished goods, other operating income, costs of sales and external expenses.

Revenue
Revenue from the sale of tickets and manufactured goods is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

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

Cost of sales
Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Costs of raw materials and consumables
Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

Other external expenses
Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs
Staff costs comprise wages and salaries, and social security contributions, pension contributions, etc. for entity staff.

Depreciation, amortisation and impairment losses
Depreciation, amortisation and impairment losses relating to property, plant and equipment and intangible assets comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of intangible assets and property, plant and equipment.

Income from investments in group enterprises
Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

Other financial income
Other financial income comprises interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies, amortisation of financial assets, and tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses
Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital or exchange losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities, and tax surcharge under the Danish Tax Prepayment Scheme etc.

Tax on profit/loss for the year
Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

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

Balance sheet

Goodwill
Goodwill is the positive difference between cost and fair value of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises
with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 7 and 10 years.

Goodwill is written down to the lower of recoverable amount and carrying amount.

Intellectual property rights etc.
Intellectual property rights etc. comprise development projects completed and in progress with related intellectual property rights, acquired intellectual property rights and prepayments for intangible assets.

Development projects on clearly defined and identifiable products and processes, for which the technical rate of utilisation, adequate resources and a potential future market or development opportunity in the enterprise can be established, and where the intention is to manufacture, market or apply the product or process in question, are recognised as intangible assets. Other devopment costs are recognised as costs in the income statement as incurred. When recognising development projects as intangible assets, an amount equalling the costs incurred less deferred tax is taken to equity in the reserve for development costs that is reduced as the development projects are amortised and written down.

The cost of development projects comprises costs such as external expences that are directly attributable to the development projects.

Completed development projects are amortised on a straight-line basis using their estimated useful lives which are determined based on a specific assessment of each development project. If the useful life cannot be estimated reliably, it is fixed at 10 years.

Intellectual property rights acquired are measured at cost less accumulated amortisation. Patents are amortised on a straight-line basis over their remaining duration, and licences are amortised on a straight-line basis over the term of the agreement.

Intellectual property rights etc. are written down to the lower of recoverable amount and carrying amount.

Property, plant and equipment
Other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-5 years

Estimated useful lives and residual values are reassessed annually.

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

Investments in group enterprises
Investments in group enterprises are recognised and measured in the parent financial statements according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus unamortised goodwill and plus or minus unrealised intra-group profits or losses. Reference is made to the above section on business combinations for more details about the accounting policies applied to acquisitions of investments in group enterprises.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to the reserve for net revaluation according to the equity method in equity.

Goodwill is the difference between cost of investments and fair value of the pro rata share of assets and liabilities arising from acquisitions. Goodwill is amortised straight-line over its estimated useful life, which is fixed based on the experience gained by Management for each business area. For one amount of goodwill, it has not been possible to estimate useful life reliably, for which reason such useful life has been set at 10 years. For other amounts of goodwill, useful life has been determined based on an assessment of whether the enterprises are strategically acquired enterprises with a strong market position and a long-term earnings profile and whether the amount of goodwill includes intangible resources of a temporary nature that cannot be separated and recognised as separate assets. Useful lives are reassessed annually. The amortisation periods used are 7 years.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

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

Cost consists of purchase price plus delivery costs. Cost of manufactured goods consists of costs of raw materials, consumables, direct labour costs and indirect production costs.

Indirect production costs comprise indirect materials and labour costs, costs of maintenance of, depreciation on machinery, factory buildings and equipment used in the manufacturing process, and costs of factory administration and management. Finance costs are not included in cost.

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

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

Deferred tax
Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value is calculated based on the planned use of each asset. However, no deferred tax is recognised for amortisation of goodwill disallowed for tax purposes and temporary differences arising at the date of acquisition that do not result from a business combination and that do not have any effect on profit or loss or on taxable income.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Joint taxation contributions payable or receivable
Current joint taxation contributions payable or receivable are recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

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

Cash
Cash comprises cash in hand and bank deposits.

Minority interests
On initial recognition, minority interests are measured at the minority interests' share of the acquiree's net assets measured at fair value. No goodwill related to the minority interests' equity interests in the acquiree is recognised.

Mortgage debt
At the time of borrowing, mortgage debt to mortgage credit institutions is measured at cost which corresponds to the proceeds received less transaction costs incurred. Mortgage debt is subsequently measured at amortised cost. This means that the difference between the proceeds at the time of borrowing and the nominal repayable amount of the loan is recognised in the income statement as a financial expense over the term of the loan applying the effective interest method.

Operating leases
Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

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

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

Deferred income
Deferred income comprises income received for recognition in subsequent financial years. Deferred income is measured at cost.

Cash flow statement
The cash flow statement shows cash flows from operating, investing and financing activities, and cash and cash equivalents at the beginning and the end of the financial year.

Cash flows from operating activities are presented using the indirect method and calculated as the operating profit/loss adjusted for non-cash operating items, working capital changes, and financial income, financial expenses and income tax paid.

Cash flows from investing activities comprise payments in connection with acquisition and divestment of enterprises, activities and fixed asset investments, and purchase, development, improvement and sale, etc. of intangible assets and property, plant and equipment.

Cash flows from financing activities comprise changes in the size or composition of the contributed capital and related costs, and the raising of loans, repayments of interest-bearing debt, including lease liabilities, purchase of treasury shares and payment of dividend.

Cash and cash equivalents comprise cash and short-term securities with an insignificant price risk less short-term bank loans.