



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2022 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	915 759 696
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	REKOM NORGE AS
Forretningsadresse:	c/o Viego Regnskap AS Markens gate 5 4610 KRISTIANSAND S

Regnskapsår

Årsregnskapets periode:	01.01.2022 - 31.12.2022
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Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Nei

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	VIEGO REGNSKAP AS
Dato for fastsettelse av årsregnskapet:	29.06.2023

Grunnlag for avgivelse

År 2022: Årsregnskapet er elektronisk innlevert
År 2021: Tall er hentet fra elektronisk innlevert årsregnskap fra 2022

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 24.07.2024



Resultatregnskap

Beløp i: NOK	Note	2022	2021
RESULTATREGNSKAP			
Inntekter			
Driftsinntekt	2	41 300 353	18 147 113
Annen driftsinntekt	3	1 537 857	3 582 519
Sum inntekter		42 838 210	21 729 633
Kostnader			
Varekostnad		121 663	40 554
Lønnskostnad	4	28 020 720	10 619 299
Ordinære avskrivninger	5	513 416	202 294
Annen driftskostnad	2, 5	23 953 146	18 213 070
Sum kostnader		52 608 946	29 075 218
Driftsresultat		-9 770 735	-7 345 585
Finansinntekter og finanskostnader			
Resultatandel på investering i datterselskap	6	62 998 871	-20 505 525
Resultatandel på investering i tilknyttet selskap	6	-152 942	-213 428
Renteinntekt fra foretak i samme konsern		10 408 647	10 971 197
Annen renteinntekt			-136
Annen finansinntekt		36 327	5 117 459
Sum finansinntekter		73 290 903	-4 630 434
Rentekostnad til foretak i samme konsern		11 654 274	20 469 579
Annen rentekostnad		280	522
Annen finanskostnad		203 525	5 941 411
Sum finanskostnader		11 858 078	26 411 513
Netto finans		61 432 825	-31 041 947
Ordinært resultat før skattekostnad		51 662 090	-38 387 532
Ordinært resultat etter skattekostnad		51 662 090	-38 387 532
Skatteinntekt	7	-2 467 035	-3 883 747
Årsresultat	8	54 129 125	-34 503 785



Resultatregnskap

Beløp i: NOK	Note	2022	2021
Årsresultat etter minoritetsinteresser		54 129 125	-34 503 785
Totalresultat		54 129 125	-34 503 785
Overføringer og disponeringer			
Avgitt konsernbidrag	8	10 869 340	
Overført til/fra annen egenkapital	8	43 259 785	-34 503 785
Sum overføringer og disponeringer		54 129 125	-34 503 785



Balanse

Beløp i: NOK	Note	2022	2021
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Software	5		
Utsatt skattefordel	7	-1	3 116 917
Sum immaterielle eiendeler		-1	3 116 917
Varige driftsmidler			
Inventar, innredning og software	5	3 893 440	2 514 832
Sum varige driftsmidler		3 893 440	2 514 832
Finansielle anleggsmidler			
Investering i datterselskap	6	176 116 935	145 140 636
Lån til foretak i samme konsern	9, 10		145 220 937
Investeringer i tilknyttet selskap	6	4 331 633	5 448 003
Depositum og andre langsiktige fordringer	9	2 740 577	280 275
Sum finansielle anleggsmidler		183 189 145	296 089 850
Sum anleggsmidler		187 082 583	301 721 599
Omløpsmidler			
Varer			
Varer			121 663
Sum varer			121 663
Fordringer			
Kundefordringer	10	9 860 384	6 376 263
Andre fordringer		646 773	294 317
Konsernfordringer	10	73 200 000	10 270 000
Sum fordringer		83 707 157	16 940 580
Bankinnskudd, kontanter og lignende			
Bankinnskudd	11	11 969 435	2 548 405
Sum bankinnskudd, kontanter og lignende		11 969 435	2 548 405
Sum omløpsmidler		95 676 592	19 610 649



Balanse

Beløp i: NOK	Note	2022	2021
SUM EIENDELER		282 759 175	321 332 248
BALANSE - EGENKAPITAL OG GJELD			
Egenkapital			
Innskutt egenkapital			
Aksjekapital	8, 12	500 000	100 000
Overkurs	8	139 711 765	
Sum innskutt egenkapital		140 211 765	100 000
Opptjent egenkapital			
Ikke registrert kapitalforhøyelse	8		180 000 000
Annen egenkapital	8		
Udekket tap	8		83 148 020
Sum opptjent egenkapital			96 851 980
Sum egenkapital	8	140 211 765	96 951 980
Gjeld			
Langsiktig gjeld			
Utsatt skatt	7	282 336	
Annen langsiktig gjeld	9	26 130 103	56 765 497
Sum avsetninger for forpliktelser		26 412 439	56 765 497
Annen langsiktig gjeld			
Langsiktig konserngjeld	10	55 297 760	100 086 492
Sum annen langsiktig gjeld	9	81 710 199	156 851 989
Sum langsiktig gjeld		81 710 199	156 851 989
Kortsiktig gjeld			
Leverandørgjeld	10	3 491 052	12 870 261
Betalbar skatt	3, 7		
Skyldige offentlige avgifter		4 270 321	1 099 033
Kortsiktig konserngjeld	10	46 535 051	51 016 000
Annen kortsiktig gjeld		6 540 789	2 542 984
Sum kortsiktig gjeld		60 837 212	67 528 278



Balanse

Beløp i: NOK	Note	2022	2021
Sum gjeld		142 547 410	224 380 267
SUM EGENKAPITAL OG GJELD		282 759 175	321 332 248



Årsberetning 2022 – Rekom Norge AS

Virksomhetens art

Virksomheten består av å investere i andre selskaper, hovedsakelig innenfor restaurant- og bardrift, samt drive administrasjon av selskapene det er investert i. Selskapets hovedkontor er lokalisert i Oslo.

Rettvisende oversikt over utvikling og resultat

Styret mener årsregnskapet gir et rettvisende bilde av selskapets eiendeler og gjeld, finansielle stilling og resultat.

Resultat for 2022 ble et overskudd på 54,1 MNOK, mot et underskud i 2021 på 35,5 MNOK.

Ledelsen anser årets resultatet som tilfredsstillende.

I Norge har vi sett en ekstraordinær vekst i 2022 drevet av en sterk gjenåpning etter fjerningen av COVID-19-restriksjoner, samt en solid generell præstation.

Dette var i tråd med forventningene og dermed et sterkt resultat, selv om inflasjon og relaterte økte kostnader påvirket både omsetningen og EBITDA i datterselskaberne negativt i fjerde kvartal.

Rekom Norge AS har en egenkapital, som pr 31.12.2022 er positiv med 140,2 MNOK.

På grunn av økonomisk usikkerhet og en nedgang i reallønn er vi konservative i vårt syn på 2023. I vår ekspansjon vil vi fokusere på å styrke vår tilstedeværelse i de byer vi allerede er representert i, og som et resultat forventer vi moderat vekst.

Sentrale risikoer og usikkerhetsfaktorer

Gjeld til morselskap avregnes i danske kroner og selskapet er eksponert mot utviklingen i valuta.

Likviditetssituasjon på balansedagen

Konsernets likviditet er god og eierne vil skyte inn ny kapital ved behov for å sikre tilstrekkelig likviditet i 2023 og frem. Netto kontantstrøm fra operasjonelle aktiviteter er -4,7MNOK og netto kontantstrøm er 9,4 MNOK

Konsernets omsetning oppnås primært gjennom betalingskort, og kontratbetaling ansees derfor mindre vesentlig.

Selskapets og konsernets fremtidsutsikter

Ledelsen fortsetter konsernets vekststrategi i Norge, og vil derfor vokse ytterligere. Etter 31.12.2022 har Rekom Norge AS kjøpt opp 2 venues i henholdsvis Oslo og Bergen.

Forsknings- og utviklingskostnader

Selskapet har ingen pågående forsknings- og utviklingsaktiviteter.

Fortsatt drift

Årsregnskapet er utarbeidet under forutsetning om fortsatt drift.



Åpenhetsloven

Selskapet har kommet langt i arbeidet med å kartlegge og vurdere faktiske og potensielle negative konsekvenser for grunnleggende menneskerettigheter, anstendige arbeidsforhold i virksomheten og produkter/ tjenester knyttet til virksomhetens leverandørkjede.

Selskapet vil senest innen 30.06.2023 offentliggjøre på vår hjemmeside (<https://rekomgroup.com/>) en redegjørelse for aktsomhetsvurderingen i henhold til lovens krav.

Arbeidsmiljø og likestilling

Styret har fokus på arbeidsmiljøet i selskapet og mener dette er godt. Ansatte i selskapet har ikke vært utsatt for ulykker eller skader i forbindelse med utførelsen av arbeidet, sykefraværet var på 1,5% av selskapets 34 årsverk. De 34 årsverkene var fordelt på 27 heltidsansatte og ca. 34 deltidsansatte, hvorav ca halvparten er kvinner. Det er ingen forskjellsbehandling mellom kjønnene i virksomheten. Styret og daglig leder er menn.

Miljørapportering

Selskapet driver ikke virksomhet som forurensar det ytre miljøet.

Ansvarsforsikring for styret og daglig leder

Selskapet og konsernet har ansvarsforsikring for styret/daglig leder. Forsikringen omfatter dekning av formuestap som styret/daglig leder påfører selskapet/konsernet og/eller tredjepart som følge av feil i årsregnskapet, dekningen er på kr 25.000.000 DKK

Andre forhold.

Styret kjenner ikke til noen forhold av viktighet for å bedømme selskapets finansielle stilling og resultat som ikke fremgår av resultatregnskapet og balansen med noter. Det er heller ikke etter regnskapsårets utgang inntrådt andre forhold som etter styrets syn har betydning for bedømmelsen av regnskapet.

København 29.06.2022
I styret for Rekom Norge AS

Adam Nøderby Falbert
Styreleder

Frederik Holger Mygind
Daglig leder



Årsregnskap

Rekom Norge AS

915 759 696

2022



Rekom Norge AS

Resultatregnskap

NOTER	DRIFTSINNEKTER OG DRIFTSKOSTNADER	2022	2021
2	Driftsinntekt	41 300 353	18 147 113
3	Annen driftsinntekt	1 537 857	3 582 519
	Sum driftsinntekter	42 838 210	21 729 633
	Varekostnad	121 663	40 554
4	Lønnskostnad	28 020 720	10 619 299
5	Ordinære avskrivninger	513 416	202 294
2, 5	Annen driftskostnad	23 953 146	18 213 070
	Sum driftskostnader	52 608 946	29 075 218
	Driftsresultat	-9 770 735	-7 345 585
6	Resultatandel på investering i datterselskap	62 998 871	-20 505 525
6	Resultatandel på investering i tilknyttet selskap	-152 942	-213 428
	Renteinntekt fra foretak i samme konsern	10 408 647	10 971 197
	Annen renteinntekt	0	-136
	Annen finansinntekt	36 327	5 117 459
	Rentekostnad til foretak i samme konsern	-11 654 274	-20 469 579
	Annen rentekostnad	-280	-522
	Annen finanskostnad	-203 525	-5 941 411
	Netto finansresultat	61 432 825	-31 041 947
	Resultat før skatteinntekt	51 662 090	-38 387 532
7	Skatteinntekt	2 467 035	3 883 747
8	ÅRSRESULTAT (-underskudd)	54 129 125	-34 503 785
	OVERFØRINGER		
8	Overført til/fra annen egenkapital	43 259 784	-34 503 785
8	Avgitt konsernbidrag (etter skatt)	10 869 341	0
	Sum overføringer	54 129 125	-34 503 785



Rekom Norge AS

Balanse

NOTER	EIENDELER	31.12.2022	31.12.2021
	Anleggsmidler		
7	Utsatt skattefordel	0	3 116 917
	Sum immaterielle eiendeler	0	3 116 917
	Varige driftsmidler		
5	Inventar, innredning og software	3 893 440	2 514 832
	Sum varige driftsmidler	3 893 440	2 514 832
	Finansielle anleggsmidler		
6	Investering i datterselskaper	176 116 935	145 140 636
9, 10	Lån til konsernselskaper	0	145 220 937
6	Investeringer i tilknyttet selskap	4 331 633	5 448 003
9	Depositum og andre langsiktige fordringer	2 740 577	280 275
	Sum finansielle anleggsmidler	183 189 145	296 089 850
	Sum anleggsmidler	187 082 584	301 721 599
	Omløpsmidler		
	Varer	0	121 663
10	Kundefordringer	9 860 384	6 376 263
	Andre fordringer	646 773	294 317
10	Fordring selskap i samme konsern	73 200 000	10 270 000
	Sum fordringer	83 707 157	16 940 580
11	Bankinnskudd	11 969 435	2 548 405
	Sum omløpsmidler	95 676 592	19 610 649
	SUM EIENDELER	282 759 176	321 332 248




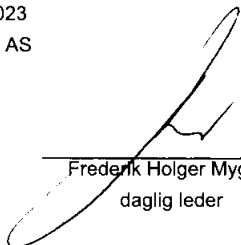
Rekom Norge AS

Balanse

NOTER	GJELD OG EGENKAPITAL	31.12.2022	31.12.2021
	Egenkapital		
	Innskutt egenkapital		
8, 12	Aksjekapital	500 000	100 000
8	Overkurs	139 711 764	0
	Sum innskutt egenkapital	140 211 764	100 000
	Opptjent egenkapital		
8	Ikke registrert kapitalforhøyelse	0	180 000 000
8	Udekket tap	0	-83 148 020
	Sum opptjent egenkapital	0	96 851 980
8	Sum egenkapital	140 211 764	96 951 980
	Gjeld		
7	Utsatt skatt	282 336	0
9	Annen langsiktig gjeld	26 130 103	56 765 497
	Sum avsetninger for forpliktelser	26 412 439	56 765 497
10	Konserngjeld	55 297 760	100 086 492
	Sum langsiktig gjeld	81 710 199	156 851 989
	Kortsiktig gjeld		
10	Leverandørgjeld	3 491 052	12 870 261
	Skyldige offentlige avgifter	4 270 321	1 099 033
10	Gjeld til selskap i samme konsern	46 535 053	51 016 000
	Annen kortsiktig gjeld	6 540 789	2 542 984
	Sum kortsiktig gjeld	60 837 214	67 528 278
	Sum gjeld	142 547 412	224 380 267
	SUM GJELD OG EGENKAPITAL	282 759 176	321 332 248

København, 29.06.2023
Styret i Rekom Norge AS


Adam Nederby Falbert
styreleder


Frederik Holger Mygind
daglig leder



Rekom Norge AS

Noter til årsregnskapet for 2022

Regnskapsprinsipper

Årsregnskapet er satt opp i samsvar med regnskapslovens bestemmelser og god regnskapsskikk.

Bruk av estimater

I utarbeidelse av årsregnskapet har man brukt estimater og forutsetninger som har påvirket resultatregnskapet og verdsettelsen av eiendeler og gjeld, samt usikre eiendeler og forpliktelser på balansedagen i henhold til god regnskapsskikk. Områder som i stor grad inneholder slike skjønsmessige vurderinger, høy grad av kompleksitet, eller områder hvor forutsetninger og estimater er vesentlige for årsregnskapet, er beskrevet i notene.

Inntekter

Inntektsføring ved salg av varer skjer på leveringstidspunktet. Tjenester inntektsføres etter hvert som de leveres.

Skatt

Skattekostnaden i resultatregnskapet omfatter både periodens betalbare skatt og endring i utsatt skatt. Utsatt skatt er beregnet med 22% på grunnlag av de midlertidige forskjeller som eksisterer mellom regnskapsmessige og skattemessige verdier, samt ligningsmessig underskudd til fremføring ved utgangen av regnskapsåret. Skatteøkende og skattereduserende midlertidige forskjeller som reverserer eller kan reverseres i samme periode er utlignet og nettoført. Netto utsatt skattefordel balanseføres i den grad det er sannsynlig at denne kan bli utnyttet.

Klassifisering av balanseposter

Eiendeler bestemt til varig eie eller bruk klassifiseres som anleggsmidler. Eiendeler som er tilknyttet varekretsløpet klassifiseres som omløpsmidler. Fordringer for øvrig klassifiseres som omløpsmidler hvis de skal tilbakebetales innen ett år. For gjeld legges analoge kriterier til grunn. Første års avdrag på langsiktige fordringer og langsiktig gjeld klassifiseres likevel ikke som omløpsmiddel og kortsiktig gjeld.

Anskaffelseskost

Anskaffelseskost for eiendeler omfatter kjøpesummen, med fradrag for bonuser, rabatter og lignende, og med tillegg for kjøpsutgifter (frakt, toll, offentlige avgifter som ikke refunderes og andre direkte kjøpsutgifter). Ved kjøp i utenlandsk valuta balanseføres eiendelen til kursen på transaksjonstidspunktet. For varige driftsmidler og immaterielle eiendeler omfatter anskaffelseskost også direkte utgifter for å klargjøre eiendelen for bruk, for eksempel utgifter til testing av eiendelen.

Immaterielle eiendeler

Utgifter til egne utviklingsaktiviteter kostnadsføres løpende. Utgifter til andre immaterielle eiendeler balanseføres i den grad det kan identifiseres en fremtidig økonomisk fordel knyttet til utvikling av en identifiserbar immateriell eiendel og utgiftene kan måles pålitelig. I motsatt fall kostnadsføres slike utgifter løpende. Balanseført utvikling avskrives lineært over økonomisk levetid.

Varige driftsmidler

Tomter avskrives ikke. Andre varige driftsmidler balanseføres og avskrives lineært til restverdi over driftsmidlenes forventede utnyttbare levetid. Ved endring i avskrivningsplan fordeles virkningen over gjenværende avskrivningstid ("knekkpunktmetoden"). Vedlikehold av driftsmidler kostnadsføres løpende som driftskostnader. Påkostninger og forbedringer tillegges driftsmidlets kostpris og avskrives i takt med driftsmidlet. Skillet mellom vedlikehold og påkostning/forbedring regnes i forhold til driftsmidlets stand på anskaffelsestidspunktet. Leide (leasede) driftsmidler balanseføres som driftsmidler hvis leiekontrakten anses som finansiell.



Rekom Norge AS

Noter til årsregnskapet for 2022

Datterselskap og tilknyttet selskap

Investeringer i datterselskaper og tilknyttet selskap vurderes etter egenkapitalmetoden. Investeringene blir vurdert til andel egenkapital i selskapet. Resultat tas inn etter andel resultat etter avskrivning av goodwill.

Fordringer

Kundefordringer og andre fordringer oppføres til pålydende etter fradrag for avsetning til forventet tap. Avsetning til tap gjøres på grunnlag av en individuell vurdering av de enkelte fordringene. For øvrige kundefordringer utføres en uspesifisert avsetning for å dekke forventet tap på krav.

Kontantstrømoppstilling

Kontantstrømoppstillingen er utarbeidet etter den indirekte metoden. Kontanter og kontantekvivalenter omfatter kontanter, bankinnskudd og andre kortsiktige, likvide plasseringer.



Rekom Norge AS

Noter til årsregnskapet for 2022

Note 2 Transaksjoner med nærstående

Selskapets transaksjoner med nærstående parter er som følger:

Selskapet har videreleid venue til Heidis Bier Bar i Stavanger for 1.950.000

Det er fakturert management fee til datterselskaper for 37.195.900

Rekom Norge AS har betalt management fee til andre konsernselskaper på kr 7.800.992

Note 3 Offentlige tilskudd

Annen driftsinntekt består i sin helhet av offentlig tilskudd fra støtteordninger tilknyttet COVID-19.

Note 4 Lønnskostnader, antall ansatte, godtgjørelser, lån til ansatte mm.

Lønnskostnader	2022	2021
Lønninger	23 241 978	8 631 964
Arbeidsgiveravgift	2 754 067	1 213 101
Pensjonskostnader	762 634	198 683
Andre ytelser	1 262 041	575 551
Sum	28 020 720	10 619 299

Sysselsatte årsverk	34	13
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Ytelser til ledende personer	Daglig leder	Styret
Lønn/styrehonorar	936 455	0
Pensjonsutgifter	18 729	0
Annen godtgjørelse	0	0
Sum	955 184	0

Selskapets pensjonsordninger tilfredsstiller kravene i lov om obligatorisk tjenestepensjon.

Det er ikke gitt lån/sikkerhetsstillelse til daglig leder, styrets leder eller andre nærstående parter.

Kostnadsført godtgjørelse til revisor	2022	2021
Lovpålagt revisjon (inkl. teknisk bistand med årsregnskap)	62 576	537 000
Skatterådgivning (inkl. teknisk bistand med ligningspapirer)	32 576	37 000
Sum	95 151	574 000



Rekom Norge AS

Noter til årsregnskapet for 2022

Note 5 Varige driftsmidler

	Software	Maskiner og anlegg	Driftsløsøre	Sum
Anskaffelseskost 01.01.2022	1 531 070	404 000	1 332 121	3 267 191
Tilgang	0	101 729	1 790 295	1 892 024
Avgang	0	0	0	0
Anskaffelseskost 31.12.2022	1 531 070	505 729	3 122 416	5 159 215
Akkumulerte avskrivninger	129 552	124 380	1 011 843	1 265 775
Bokført verdi per 31.12.2022	1 401 518	381 349	2 110 573	3 893 440
Årets avskrivninger	129 552	94 364	289 500	513 416
Forventet økonomisk levetid	12 år	5 år	0 - 10 år	
Avskrivningsplan	Lineær	Lineær	Lineær	

Årlig leie av ikke balanseførte driftsmidler

Driftsmiddel	Leieperiode (år)	Årlig leie (NOK)
Maskiner	4,5	3 414 400



Rekom Norge AS

Noter til årsregnskapet for 2022

Note 6 Aksjer i datterselskap og tilknyttet selskap

Aksjene i datterselskap og tilknyttet selskap regnskapsføres etter egenkapitalmetoden.

Firma	Eier/ stemmeandel	Ansk tidspunkt	Forretnings- kontor	Anskaffelses- kost	Andel EK ved anskaffelse.
Heidis Bier Bar Oslo AS	100 %	13.08.2015	Kristiansand	510 541	510 541
Engene 12 Drammen AS	100 %	13.08.2015	Kristiansand	40 541	40 541
Heidis Bier Bar Drammen AS	100 %	13.08.2015	Kristiansand	40 541	40 541
HBB Trondheim AS	100 %	14.06.2016	Kristiansand	41 000	41 000
KJ 10 Rekom AS	100 %	14.06.2016	Kristiansand	41 000	41 000
La Belle Drift AS	100 %	01.09.2016	Kristiansand	5 668 411	1 424 668
ISM Oslo AS	100 %	02.11.2016	Kristiansand	41 000	41 000
Rekom Tromsø AS	100 %	21.12.2016	Kristiansand	41 000	41 000
HBB Bergen AS	100 %	30.04.2017	Kristiansand	1	1
Dorsia Oslo AS	100 %	13.08.2017	Kristiansand	41 000	41 000
Loulou Bergen AS	100 %	13.08.2017	Kristiansand	41 000	41 000
Store Høvding AS	100 %	01.02.2018	Kristiansand	2 000 000	30 000
HBB Tønsberg AS	100 %	01.03.2018	Kristiansand	41 000	41 000
HBB Kristiansand AS	100 %	01.03.2018	Kristiansand	41 000	41 000
Skjenken Bar og Bakgård AS	100 %	12.07.2018	Kristiansand	41 000	41 000
HBB Stavanger AS	100 %	01.01.2019	Kristiansand	3 251 722	2 348 082
Alibi Fredrikstad AS	100 %	07.05.2019	Kristiansand	41 000	41 000
Brukbar Bergen AS	100 %	07.05.2019	Kristiansand	41 000	41 000
Beverly AS	100 %	01.09.2019	Kristiansand	17 398 127	1 100 338
Stavanger Sportscafe AS	100 %	01.09.2019	Kristiansand	8 147 799	923 130
Proud Mary Stavanger AS	100 %	01.09.2019	Kristiansand	5 147 272	1 208 263
Ovenpaa Drift AS	100 %	01.09.2019	Kristiansand	1 154 165	-2 392 920
Cafe Sting AS	100 %	01.09.2019	Kristiansand	901 014	-1 037 032
Hygge AS	100 %	01.09.2019	Kristiansand	608 604	608 604
Nightpay Norge AS	100 %	06.07.2020	Kristiansand	41 000	41 000
Rabalder Bar Oslo AS	100 %	06.07.2020	Kristiansand	41 000	41 000
Johns Bar AS	100 %	01.03.2021	Kristiansand	13 865 551	-2 710 797
Stortorvets Gjestgiveri AS	100 %	01.03.2021	Kristiansand	46 383 699	642 063
Rekom Norge Drift 14 AS	100 %	19.01.2021	Kristiansand	41 000	41 000
Rekom Norge Drift 15 AS	100 %	19.01.2021	Kristiansand	41 000	41 000
Smedasundet Servering AS	100 %	01.08.2021	Kristiansand	20 067 384	84 393
Smedasundet Drift AS	100 %	01.08.2021	Kristiansand	7 837 931	120 145
Kulturhuset på Kaien AS	100 %	01.08.2021	Kristiansand	3 490 773	-1 349 833
Rekom Event Norge AS	100 %	07.01.2022	Kristiansand	41 000	41 000
Rekom Norge Drift 17 AS	100 %	07.01.2022	Kristiansand	41 000	41 000
Rekom Norge Drift 18 AS	100 %	17.03.2022	Kristiansand	41 000	41 000
Rekom Drift Kristiansand AS	100 %	17.03.2022	Kristiansand	41 000	41 000
Rekom RD Norge AS	100 %	13.06.2022	Kristiansand	41 000	41 000
Fridtjof Oslo AS	100 %	13.06.2022	Kristiansand	41 000	41 000
Rekom Norge Drift 22 AS	100 %	06.07.2022	Kristiansand	41 000	41 000
Rekom Norge Drift 23 AS	100 %	06.07.2022	Kristiansand	41 000	41 000
Rekom Norge Drift 24 AS	100 %	18.11.2022	Kristiansand	41 000	41 000
Rekom Norge Drift 25 AS	100 %	18.11.2022	Kristiansand	41 000	41 000
Sum datterselskaper				137 539 076	


Rekom Norge AS
Noter til årsregnskapet for 2022

Jenny	50%	01.09.2019	Kristiansand	8 774 700	2 892 768
Sum tilknyttet selskap				8 774 700	

Firma	Balansført - verdi 01.01.2022	Årets- resultatandel	Andre endringer i året	Andel av egenkapital 31.12.2022	Balansført - verdi 31.12.2022
Heidis Bier Bar Oslo AS	644 827	15 244 454	-14 586 000	1 303 282	1 303 281
Engene 12 Drammen AS	457 196	-1 201 365	3 432 000	2 687 832	2 687 832
Heidis Bier Bar Drammen AS	510 600	2 837 866	-	3 348 375	3 348 466
HBB Trondheim AS	1 054 435	8 234 661	-7 722 000	1 567 095	1 567 096
KJ 10 Rekom AS	596 457	2 556 674	-2 184 000	969 132	969 132
La Belle Drift AS	705 062	1 363 663	-1 248 000	820 725	820 725
ISM Oslo AS	690 490	-1 273 547	3 276 000	2 692 944	2 692 944
Rekom Tromsø AS	555 668	1 996 765	-	2 552 432	2 552 432
HBB Bergen AS	524 173	7 197 872	-5 460 000	2 262 045	2 262 045
Dorsia Oslo AS	750 965	-1 147 289	6 474 000	6 077 675	6 077 677
Loulou Bergen AS	577 641	4 012 986	-	4 590 625	4 590 625
Store Høvding AS	1 976 521	-2 696 804	6 318 000	4 415 718	5 400 718
HBB Tønsberg AS	473 111	2 425 253	-	2 898 364	2 898 364
HBB Kristiansand AS	444 652	1 216 778	-	1 661 430	1 661 430
Skjenken Bar og Bakgård AS	445 528	1 297 219	-	1 742 746	1 742 746
HBB Stavanger AS	13 668 991	-1 283 588	-	11 752 855	12 295 039
Alibi Fredrikstad AS	477 384	4 012 359	-3 120 000	1 369 741	1 369 741
Brukbar Bergen AS	509 637	-1 115 077	-	-605 439	-605 439
Beverly AS	12 802 661	8 192 982	-7 800 000	972 301	11 565 864
Stavanger Sportscafe AS	6 783 300	1 142 017	-	2 506 815	7 202 850
Proud Mary Stavanger AS	4 017 064	1 489 610	-	2 552 416	5 112 772
Ovenpaa Drift AS	3 244 216	2 278 251	-	2 862 153	5 167 757
Cafe Sting AS	577 083	-176 660	1 872 000	2 272 422	2 272 422
Hygge AS	1 202 047	-1 356 585	-	-816 340	-242 778
Nightpay Norge AS	221 23	-14 067	-	8 057	8 057
Rabalder Bar Oslo AS	564 194	-293 758	2 184 000	2 454 435	2 454 435
Johns Bar AS	15 722 613	15 932 774	-	2 888 399	16 425 750
Stortorvets Gjestgiveri AS	42 351 410	1 795 475	-13 572 000	2 217 052	39 572 721
Rekom Norge Drift 14 AS	17 737	2 023 039	-1 404 000	636 776	636 776
Rekom Norge Drift 15 AS	11 119	-3 332 172	-	-3 321 053	-3 321 053
Smedasundet Servering AS	19 933 188	-255 307	-	527 515	17 679 582
Smedasundet Drift AS	7 790 660	1 361 237	-	1 755 685	8 380 118
Kulturhuset på Kaien AS	5 088 781	5 097 229	-	5 547 096	9 701 949
Rekom Event Norge AS	-	-32 287	-	-2 287	-2 287
Rekom Norge Drift 17 AS	-	-743 355	1 014 000	300 645	300 645
Rekom Norge Drift 18 AS	-	-740 915	858 000	147 085	147 085
Rekom Drift Kristiansand AS	-	-479 600	-	-449 600	-449 600
Rekom RD Norge AS	-	-44 416	-	-14 416	-14 416
Fridtjof Oslo AS	-	35 948	-	65 948	65 948
Rekom Norge Drift 22 AS	-	-18 166	-	11 834	11 834
Rekom Norge Drift 23 AS	-	-31 130	-	-1 130	-1 130
Rekom Norge Drift 24 AS	-	-8 565	-	21 435	21 435
Rekom Norge Drift 25 AS	-	-8 276	-	21 724	21 724
Sum datterselskaper	145 140 636	75 492 183	-31 668 000	75 272 544	176 116 935



Rekom Norge AS

Noter til årsregnskapet for 2022

Jenny AS	5 448 003	420 068	-750 000	706 623	4 331 633
Sum tilknyttet selskap	5 448 003	420 068	-750 000	706 623	4 331 633

Forskjellen mellom andel av egenkapital og balanseført verdi utgjør i sin helhet goodwill som avskrives over 5-10 år gjennom resultatandel. Andre endringer er utbytte og konsernbidrag.

Note 7 Skatt

Skatteeffekten av midlertidige forskjeller og underskudd til fremføring som har gitt opphav til utsatt skatt og utsatte skattefordeler, spesifisert på typer av midlertidige forskjeller:

	2022	2021	Endring
Varige driftsmidler	1 283 351	225 287	-1 058 064
Sum	1 283 351	225 287	-1 058 064

Akkumulert fremførbart underskudd	0	-14 393 091	-14 393 091
Grunnlag for beregning av utsatt skatt	1 283 351	-14 167 804	-15 451 155

Utsatt skatt / skattefordel (22 %)	282 337	-3 116 917	-3 399 254
---	----------------	-------------------	-------------------

Grunnlag skatt i resultat og balanse

	2022	2021
Resultat før skatt (- underskudd)	51 662 090	-38 387 532
Permanente forskjeller	-62 875 884	20 734 136
Endring i midlertidige forskjeller	-1 058 064	-136 798
Mottatt konsernbidrag	73 200 000	10 270 000
Avgitt konsernbidrag	-46 535 051	0
Anvendelse av fremførbart underskudd	-14 393 091	0
Skattepliktig inntekt (- underskudd)	0	-7 520 194

Resultatført skatt på ordinært resultat:

Betalbar skatt	0	0
Endring i utsatt skatt/skattefordel	-2 467 035	-3 883 747
Skattekostnad	-2 467 035	-3 883 747

Beregning av effektiv skattesats

Resultat før skatt	51 662 090	-38 387 532
Beregnet skatt av resultat før skatt	11 365 660	-8 445 257
Skatteeffekt av permanente forskjeller	-13 832 695	4 561 510
Sum	-2 467 035	-3 883 747
Effektiv skattesats	-4,8 %	10,1 %

Betalbar skatt i balansen:

Betalbar skatt på årets resultat	-5 866 288	-2 259 400
Betalbar skatt på avgitt konsernbidrag	-10 237 712	0
Betalbar skatt på mottatt konsernbidrag	16 104 000	2 259 400
Sum betalbar skatt i balansen	0	0



Rekom Norge AS

Noter til årsregnskapet for 2022

Note 8 Egenkapital

	Aksjekapital	Ikke registrert kapitalforhøyelse	Overkurs	Udekket tap	Sum egenkapital
Egenkapital 01.01.2022	100 000	180 000 000	0	-83 148 020	96 951 980
Årets resultat	0	0	-29 018 895	83 148 020	54 129 125
Konsembidrag etter skatt	0	0	-10 869 341	0	-10 869 341
Kapitalforhøyelse	400 000	-180 000 000	179 600 000	0	0
Egenkapital 31.12.2022	500 000	0	139 711 764	0	140 211 764

Kapitalforhøyelsen ble registrert i Foretaksregisteret 18.01.2022

Note 9 Fordringer og gjeld

Fordringer med forfall senere enn ett år	2022	2021
Andre langsiktige fordringer	2 740 577	145 501 212
Sum	2 740 577	145 501 212

Langsiktig gjeld med forfall senere enn 5 år	2022	2021
Gjeld til kredittinstitusjoner	0	0
Sum	0	0

Annen langsiktig gjeld består av selgerkreditt ved kjøp av aksjer som forfaller om mindre enn 5 år. Andre langsiktige fordringer består av depositum på husleie.

Note 10 Mellomværende med selskap i samme konsern m.v.

	Kortsiktige fordringer		Andre fordringer	
	2022	2021	2022	2021
Datterselskap	7 984 407	5 370 015	0	145 220 937
Mottatt konsernbidrag	73 200 000	10 270 000	0	0
Sum	81 184 407	15 640 015	0	145 220 937

	Kortsiktig gjeld		Langsiktig gjeld	
	2022	2021	2022	2021
Foretak i samme konsern	1 117 153	10 747 511	55 297 760	100 086 492
Avgitt konsernbidrag	46 535 053	51 016 000	0	0
Sum	47 652 206	61 763 511	55 297 760	100 086 492

Langsiktig mellomværende er renteberegnet i henhold til internpolicy i konsernet.

Annen langsiktig gjeld består av selgerkreditt ved kjøp av aksjer som forfaller om mindre enn 5 år.



Rekom Norge AS

Noter til årsregnskapet for 2022

Note 11 Bundne bankinnskudd

Bundne bankinnskudd	2022	2021
Skattetrekksmidler	1 044 076	720 032
Skyldig skattetrekk	1 027 733	692 313

Note 12 Aksjekapital og aksjonærinformasjon

Aksjekapitalen på kr. 500 000 består av 100 aksjer á kr. 5 000.

Oversikt over aksjonær	Antall	Eierandel
Rekom Group Norge AS	100	100%
Sum	100	100%

Daglig leder og styrets leder eier indirekte aksjer i selskapet gjennom konsernselskap i Danmark. Rekom Norge AS er inkludert i konsernregnskapet til Rekom Group A/S som er vedlagt ifm innsendelse av regnskapet.



Kontantstrømpoppstilling

Rekom Norge AS

	2022	2021
Kontantstrømmer fra operasjonelle aktiviteter		
Resultat før skatt (-underskudd)	51 662 090	-38 387 532
Avskrivninger	513 416	202 294
Resultat fra selskaper etter egenkapitalmetoden	-62 845 929	20 718 953
Endring i varelager	121 663	-121 663
Endring i kundefordringer	-3 484 121	-710 018
Endring i vareleverandørgjeld	-9 379 209	6 743 706
Annen kortsiktig gjeld	0	-6 719 103
Endring i andre tidsavgrensingsposter	18 704 635	26 457 097
Netto kontantstrøm fra operasjonelle aktiviteter	-4 707 455	8 183 734
Kontantstrøm fra investeringsaktiviteter		
Utbetalinger ved kjøp av varige driftsmidler	-1 892 024	-2 084 543
Innbetalinger på lånefordring konsern	145 220 937	0
Utbetalinger på andre lånefordringer	-2 460 302	0
Utbetalinger ved kjøp av aksjer i datterselskaper	-300 000	-34 961 841
Netto kontantstrøm fra investeringsaktiviteter	140 568 611	-37 046 384
Kontantstrømmer fra finansieringsaktiviteter		
Utbetalinger gjeld konsernselskaper	-95 804 732	36 345 038
Utbetalinger ved nedbetaling av annen gjeld	-30 635 394	-6 333 825
Netto kontantstrømmer fra finansieringsaktiviteter	-126 440 126	30 011 213
Netto kontantstrøm for perioden	9 421 030	1 148 562
Kontanter og kontantekvivalenter ved periodens begynnelse	2 548 405	1 399 843
Kontanter og kontantekvivalenter ved periodens slutt	11 969 435	2 548 405
Denne består av:		
Bankinnskudd	11 969 435	2 548 405



Til generalforsamlingen i Rekom Norge AS

Uavhengig revisors beretning

Konklusjon

Vi har revidert årsregnskapet for Rekom Norge AS som består av balanse per 31. desember 2022, resultatregnskap og kontantstrømoppstilling for regnskapsåret avsluttet per denne datoen og noter til årsregnskapet, herunder et sammendrag av viktige regnskapsprinsipper.

Etter vår mening

- oppfyller årsregnskapet gjeldende lovkrav, og
- gir årsregnskapet et rettviseende bilde av selskapets finansielle stilling per 31. desember 2022, og av dets resultater og kontantstrømmer for regnskapsåret avsluttet per denne datoen i samsvar med regnskapslovens regler og god regnskapsskikk i Norge.

Grunnlag for konklusjonen

Vi har gjennomført revisjonen i samsvar med International Standards on Auditing (ISA-ene). Våre oppgaver og plikter i henhold til disse standardene er beskrevet nedenfor under *Revisors oppgaver og plikter ved revisjonen av årsregnskapet*. Vi er uavhengige av selskapet i samsvar med kravene i relevante lover og forskrifter i Norge og International Code of Ethics for Professional Accountants (inkludert internasjonale uavhengighetsstandarder) utstedt av International Ethics Standards Board for Accountants (IESBA-reglene), og vi har overholdt våre øvrige etiske forpliktelser i samsvar med disse kravene. Innhentet revisjonsbevis er etter vår vurdering tilstrekkelig og hensiktsmessig som grunnlag for vår konklusjon.

Øvrig informasjon

Styret og daglig leder (ledelsen) er ansvarlige for informasjonen i årsberetningen. Øvrig informasjon omfatter informasjon i årsrapporten bortsett fra årsregnskapet og den tilhørende revisjonsberetningen. Vår konklusjon om årsregnskapet ovenfor dekker ikke informasjonen i årsberetningen.

I forbindelse med revisjonen av årsregnskapet er det vår oppgave å lese årsberetningen. Formålet er å vurdere hvorvidt det foreligger vesentlig inkonsistens mellom årsberetningen og årsregnskapet og den kunnskap vi har opparbeidet oss under revisjonen av årsregnskapet, eller hvorvidt informasjon i årsberetningen ellers fremstår som vesentlig feil. Vi har plikt til å rapportere dersom årsberetningen fremstår som vesentlig feil. Vi har ingenting å rapportere i så henseende.

Basert på kunnskapen vi har opparbeidet oss i revisjonen, mener vi at årsberetningen

- er konsistent med årsregnskapet og
- inneholder de opplysninger som skal gis i henhold til gjeldende lovkrav.

PricewaterhouseCoopers AS, Kalnesveien 5, 1712 Grålum
T: 02316, org. no.: 987 009 713 MVA, www.pwc.no

Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Ledelsens ansvar for årsregnskapet

Ledelsen er ansvarlig for å utarbeide årsregnskapet og for at det gir et rettviseende bilde i samsvar med regnskapslovens regler og god regnskapsskikk i Norge. Ledelsen er også ansvarlig for slik internkontroll som den finner nødvendig for å kunne utarbeide et årsregnskap som ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil.

Ved utarbeidelsen av årsregnskapet må ledelsen ta standpunkt til selskapets evne til fortsatt drift og opplyse om forhold av betydning for fortsatt drift. Forutsetningen om fortsatt drift skal legges til grunn for årsregnskapet så lenge det ikke er sannsynlig at virksomheten vil bli avvirket.

Revisors oppgaver og plikter ved revisjonen av årsregnskapet

Vårt mål er å oppnå betryggende sikkerhet for at årsregnskapet som helhet ikke inneholder vesentlig feilinformasjon, verken som følge av misligheter eller utilsiktede feil, og å avgi en revisjonsberetning som inneholder vår konklusjon. Betryggende sikkerhet er en høy grad av sikkerhet, men ingen garanti for at en revisjon utført i samsvar med ISA-ene, alltid vil avdekke vesentlig feilinformasjon. Feilinformasjon kan oppstå som følge av misligheter eller utilsiktede feil. Feilinformasjon er å anse som vesentlig dersom den enkeltvis eller samlet med rimelighet kan forventes å påvirke de økonomiske beslutningene som brukerne foretar på grunnlag av årsregnskapet.

For videre beskrivelse av revisors oppgaver og plikter vises det til:
<https://revisorforeningen.no/revisjonsberetninger>

Sarpsborg, 29. juni 2023
PricewaterhouseCoopers AS

Linda Kristin Arvesen
Statsautorisert revisor
(elektronisk signert)



 Securely signed with Brevio

Revisjonsberetning Rekom Norge AS

Signers:

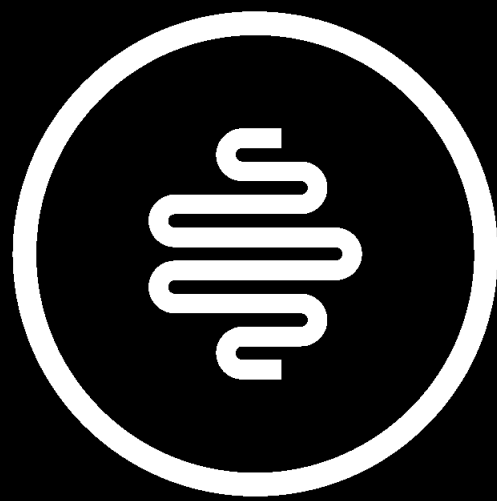
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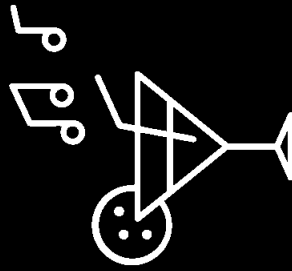


ANNUAL REPORT 2022

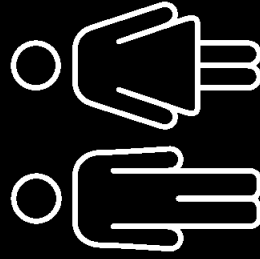
REKOM GROUP HOLDING



REKOM AT A GLANCE



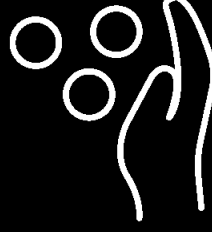
215
VENUES



+6,850
EMPLOYEES



+15M
GUESTS ANNUALLY



+2.200 mDKK
REVENUE



+503 mDKK
EBITDA

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Back in business after COVID-19 at more than twice the size

In 2022, we could once again fully devote our hearts and minds to what we do best at: REKOM: opening our doors to friendships and unforgettable moments and provide great experiences for all our guests. The lifting of the COVID-19 restrictions in the first quarter of 2022 was truly welcomed by our guests, who throughout the lockdowns had been waiting anxiously to get back to a normal social life. REKOM was ready to welcome them to re-join the party.

At REKOM, we are devoted to professionalizing the nightlife industry. We believe that only through the introduction of business models and processes - which are standard in other parts of the experience economy and the retail industry - can we create the experiences we want to provide for our guests, and thereby establish the same level of value that a professional performing retail business can provide to its owners.

RECORD BREAKING REVENUE
2022 became the first year that REKOM realised a revenue of over BDKK 2,2 effectively a 240% increase since 2019, which was the last year of full operations prior to COVID-19. Since 2019, we have also grown our venue base from 115 to 208 (+7 franchises/leases) both organically and through acquisitions.

REKOM's ability to build clusters of well performing venues in the cities and markets in which we operate continues to create opportunities for new venues and the possibility to broaden the catchment of our clusters. This ability has provided the platform for REKOM to grow to become the largest nightlife operator in the Nordics (DK, NO, FI) and the largest non-listed bar-group in the UK.

We believe that we can do even more for our guests by introducing exciting new products. In 2022, in line with our brand building strategy, we marketed our own consumer brands in the beverage market, among others, through the introduction of Mundo Tequila and the craft beers Too Old to Die Young. The latter was made in cooperation with the experienced brew masters at the Too Old to Die Young brewery. REKOM will continue to use its scale and know-how to introduce new and complementary products to the market. We also believe that we can increase the quality of our guests' social life, through digitization and are applying this strategy through the continued development of our social community app, NightPay.

This signals that REKOM is broadening its business scope and moving from running an effective cluster venue

operation to also introduce FMCGs and communicate our guests through NightPay, will bring an even more profitable business

Together these developments are moving from being an operator to becoming a nightlife platform, developing complementary revenue based on the bundled proc

MARKET ENVIRONMENT
The Russian invasion and war in Ukraine meant that rising inflation spiralled. This meant that REKOM's energy, production, and leasing costs for venues rose to some extent, but the increase in price pressure reduced and price reductions and price cuts were present. However, through our d
REKOM is also present segments where price is selling parameter. Hence keep monitoring the eff
adjustment have on th
react to the changed m
caused by higher inflati

FINANCIAL PERFORMANCE

REKOM achieved revenues of mDKK 2,200 in 2022. This was in line with the upper range of our revenue forecast for the year of mDKK 2,000 to 2,200.

Operating profit before interest, tax, depreciation and amortisation (EBITDA) was mDKK 503. This is also in line with our EBITDA forecast for the year of mDKK 475 to 525. The EBITDA was impacted by higher costs and slightly lower turnout in Q4.

As a result, REKOM realised a profit before taxes of mDKK 20,8 in 2022 compared to a loss of mDKK 19,8 in 2021.

The overall results must be considered satisfactory especially considering the macro-economic uncertainties and the overall development in the hospitality industry. The strong results prove that even in tough times our business model remains resilient.

Overall, REKOM's financial position remains solid, and our cash-flow is positive in all markets.

LOOKING AHEAD

Global macro-economic and geopolitical uncertainties remain at an unprecedented high level. However, we remain positive that we can grow our business both organically and through further acquisitions in our existing markets.

Due to different macro-economic environments in our markets, we may see differences in how our markets develop in 2023. Thus, we will adapt our actions and measures based on an individual market approach to achieve our targets.

With that in mind we forecast a modest growth in 2023 and expect to reach a revenue in the range of mDKK 2,300-2,500 and an EBITDA in the range of mDKK 465-515.

Overall - and despite macro-economic uncertainties - we remain very confident about the future and the potential of REKOM both short and long term.

STRENGTHENING THE REKOM'S GOVERNANCE STRUCTURES TO REFLECTS THE SIZE OF THE COMPANY

In the board, we monitor REKOM's execution on strategy on a continuous basis and overall, we are very satisfied with REKOM's performance. During 2023 the Board of Directors will broaden its work to match the size that REKOM has achieved. This includes the addition of an Audit Committee. The Audit Committee will work alongside the existing chairmanship and focus on overseeing financial reporting and strategy implementation. The Audit Committee will report directly to the Board of Directors. Further, it has been decided to establish an ESG Committee under the Board of Directors, which will provide guidance to and oversee the implementation of REKOM's ESG-strategy on behalf of the board. The changes to our governance structure are also explained in chapter 3 of our governance structure.



2022 was the year REKOM became a nightlife platform

When we entered 2022 our business was still facing strict COVID-19 lockdowns in our Scandinavian markets. Even though it feels like a long time ago it is worth remembering that Denmark only reopened in February 2022, Norway in mid-February and Finland not until March. In essence the results REKOM have achieved in 2022 have been reached in only 10 to 11 months.

In last year's annual report, we wrote: 'At REKOM we know that lockdowns are temporary and that the human desire to meet and bond socially will prevail'. We were right! When all restrictions were finally lifted, we witnessed a strong comeback for our business and our industry.

We saw record turnout in all our markets and revenue records were set for consecutive weeks in a row. This we could not have achieved without the more than

6,850 people that work to make REKOM what it is - and creates those unforgettable moments for our more than 15 million annual guests.

I was grateful when 90% of our employees came back to work for us in 2021. This gave us an advantage relative to our competitors during the spell of freedom from COVID-19 in the autumn of 2021. So, when we were once again closed down during the winter of 2021 and 2022 it was not only a hit to our business but also a hard hit mentally to our employees. But once again our people came back in force - and I cannot hide my gratitude and pride in the resilience they showed and the effort they have put in to making this work.

FIVE GREAT MILESTONES REACHES

IN 2022 was also the year where we reached five important milestones in REKOM's short history. Milestones that make me proud of what we have achieved and underline that we have a huge potential to unleash as our rocket has landed and REKOM is reaching new levels of opportunities.

WE REACHED A REVENUE OF OVER DKK 2 BILLION

When 2022 began we forecasted that we would reach a revenue of between mDKK 2,000 and mDKK 2,200. We reached a revenue of mDKK 2,200. When we write this, it might seem trivial, but in fact this means that we have succeeded in growing our revenue by almost more than 240% since 2019 - which was the last year before COVID-19 closed our operations.

This is a strong testament to how we succeeded in using the COVID-19 crisis to bring our business forward with immense help from our people, and the trust shown in our business model from our investors and financial partners.

ECTS ACCREDITATION OF OUR VENUE MANAGER TRAINING COURSE

Providing leadership training and building the future leaders of our industry is a key priority in our ambition to professionalize the industry and make our industry and our company a career choice.

More than 140 leadership talents from four countries have completed our Venue Manager Training (VMT) course. The course gives them the opportunity to develop as leaders and take charge

of venues from very early on in their careers. In 2022 we have succeeded in having our VMT course ECTS accredited in Denmark, Norway and Finland - and we are working hard to gain the same recognition in the UK. By providing ECTS accredited training, we are also offering our talented leaders formal recognition of their skills. Recognition they can build on at college, university or to pursue a career outside our industry.

WE DIVERSIFIED OUR BUSINESS BY LAUNCHING NEW REVENUE STREAMS

In 2022, we have also successfully launched new revenue streams in line with our brand building strategy, where we seek to invest, develop, and launch brands that are complementary to our core business. The ambition is simply to use our core business to amplify revenue from our own branded products - products developed either by ourselves or in partnership with others.

We launched Mundo Tequila at all our venues in Denmark and it is also available in retail shops in Denmark. More than 31,000 bottles of Mundo Tequila have already been sold.

We have co-launched a selection of craft beers in partnership with the experienced brewery masters at 'Too Old to Die Young'. The beers have proven very successful at our venues, and our flagship beer bar 'Too Old to Die Young' which opened in Copenhagen this year has been very well received by both our guests and punters. We expect that the craft beers will become available in retail shops in Denmark during 2023.

Through the launch of our branded products, we have proven that we can use our core business as a vehicle to access key customer segments and successfully launch branded products through our venues and digital platform. We will continue to look for future possibilities to broaden this market by developing new branded products either ourselves or in close partnership with others.

WE PROVED, THAT WE CAN SEAMLESSLY INTEGRATE LARGE INTERNATIONAL ACQUISITIONS TO OUR GROUP

In 2022, we successfully migrated the UK business onto the REKOM platform, proving that we have the ability and the operational platform to seamlessly integrate large acquisitions into our operation.

With the Delic Group acquisition in the UK during COVID-19 in 2020, we acquired a potential expansion of our business of almost 40%. This is a huge undertaking to integrate such a large business into one's own business model without losing momentum and having to give up on expected synergies. And I AM pleased to say that we have succeeded in integrating the UK business successfully and profitably. We have increased both revenue and margins - like for like - to Delic's last year in full operation, 2019.

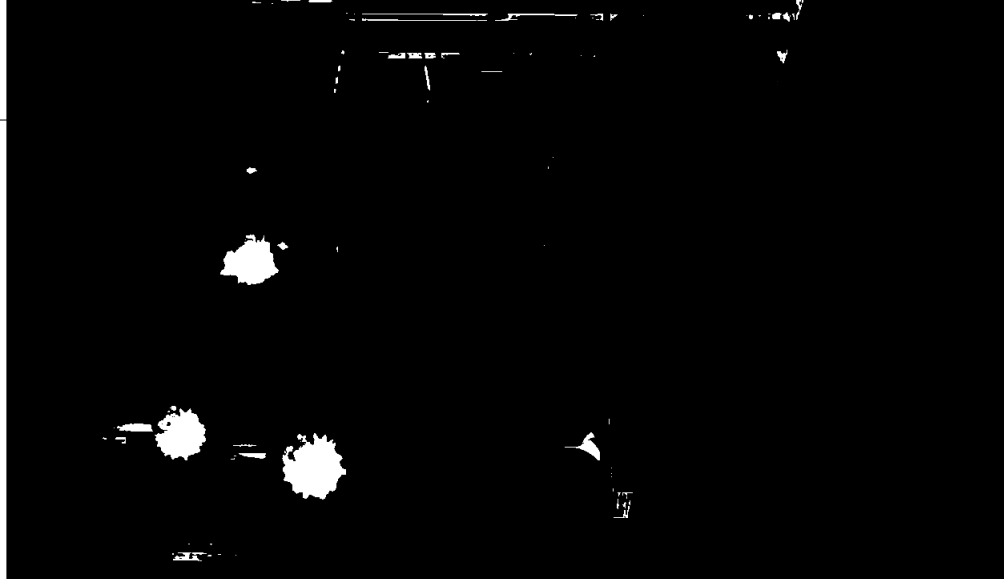
Just as importantly, we have also successfully exported our Scandinavian bar concepts, Heidi's Bier Bar and Proud Mary, to the UK market, where they have become among our best performing venues. And we have even exported the UK's Pryzm nightclub concept to Finland where it is operating successfully.

This gives us the confidence that we can take on and integrate even larger groups into our operating model without compromising on profitability.

WE PROGRESSED SIGNIFICANTLY ON OUR ESG AMBITIONS

In 2022 we made strong progress on our ESG ambitions and reached a number of key goals including a switch to green electricity at all Nordic venues as well as implementing our clean city initiatives for cleaner streets near venues. For a full introduction to our ESG and sustainability policies please see chapter 3, which also outlines our continued dedication and effort to drive the ESG agenda forward of our venues, in the way we run our business and in our industry.

This underlines that we understand that sustainability, including responsible business conduct, is critical to the continuous development of our business. The younger generations are deeply conscious of the need for all actors in society to work towards sustainability on all levels. Our business model depends on these generations both as valued employees and as guests at our venues. Hence, we will also continue to push and develop our ESG standards in line with UN and EU policies and regulation.





NEW STRATEGIC DIRECTION FOR 2023
2022, was in many ways a return to normality. But a new normality, as the war in Ukraine gave rise to spiralling energy prices and pushed an already rising inflation further up.

This has - as already mentioned by our chairman - also hit our business. However, we remain confident that our business model will prove resilient as the demand for social interactions among humans will prevail.

We may see a temporary downturn in the amount each guest spends and how often they go out. But as the inflation finds a new natural level and costs stabilize, we feel certain that our business will continue to boom.

Hence, and even though we will be cautious and cost aware, as uncertainties remain high, REKOM will be looking to continue our growth both through acquisition and organically. That also means that we will stay true to our ambition to become a global operator in the wet-led leisure industry as we continue to see a huge potential for consolidation within our industry.

To fulfill this ambition, we will launch a new strategy in 2023 as our rocket has landed and we are truly becoming a nightlife platform with complementary revenue streams.

Since 2018, we have guided our operations and growth based on "The Rocket Strategy", which was centered around a very strong core venue operation supported by investments into two complementary areas: Brand Building and Digitization.

In 2022, they have become truly independent pillars in their own right. Thus, we are pleased to say that we are ready to move towards our new strategy: "The Temple Strategy."

Our Temple Strategy is built on the three distinct pillars: Venue Operations, Brand Building and Digitization. All three pillars are based on our solid operational backbone and our foundation that embodies our ambition to become a global platform for unforgettable moments through continued expansion across venues, events & festivals - fuelled by our own brands and digital products that can reach our guests in and outside our venues.

Hence, even though our direction and ambition remain unchanged, we are now propelling ourselves to new heights through a clear strategy that will guide us towards the next level in our ambition. We expect to launch our new strategy in Q2 of 2023 however the direction that has already been set as the new strategy is a natural extension of the Rocket Strategy which has successfully led us to become the largest nightlife group in Northern Europe.

SAME DIRECTION WITH NEW OPERATIONS

The new strategic directions will reflect the challenges we face in 2023.

- Succeeded in developing and launching new products on our own and in cooperation with strong partners; products such as Too Old to Die You, Yachtcraft Beer and Rtnks.

- Succeeded in building a strong IT-operation as well as launching our own IT-operation "REKOM WORKSPACE". Further ready to internationalize Nightlife social community for the nightlife industry.

- Succeeded in creating a fuel base for our growth by investing in our people, professionalizing our industry. Further ESG-standards with the industry above industry; high employee motivation and becoming the best in our industry. ECTS accredited education and talented employees.

In 2023, we will continue to invest in all areas to ensure everyone who REKOM continues to get unforge in accordance with the standard deliver.

With that in mind, I remain cautious despite macro-economic uncertainty to become another good year for our

Geographic Overview 2022

DENMARK

Revenue mDKK	751	Number of employees	3,101	Operating venues	94	Lease & franchise venues	7	Signed in pipeline	2
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FINLAND

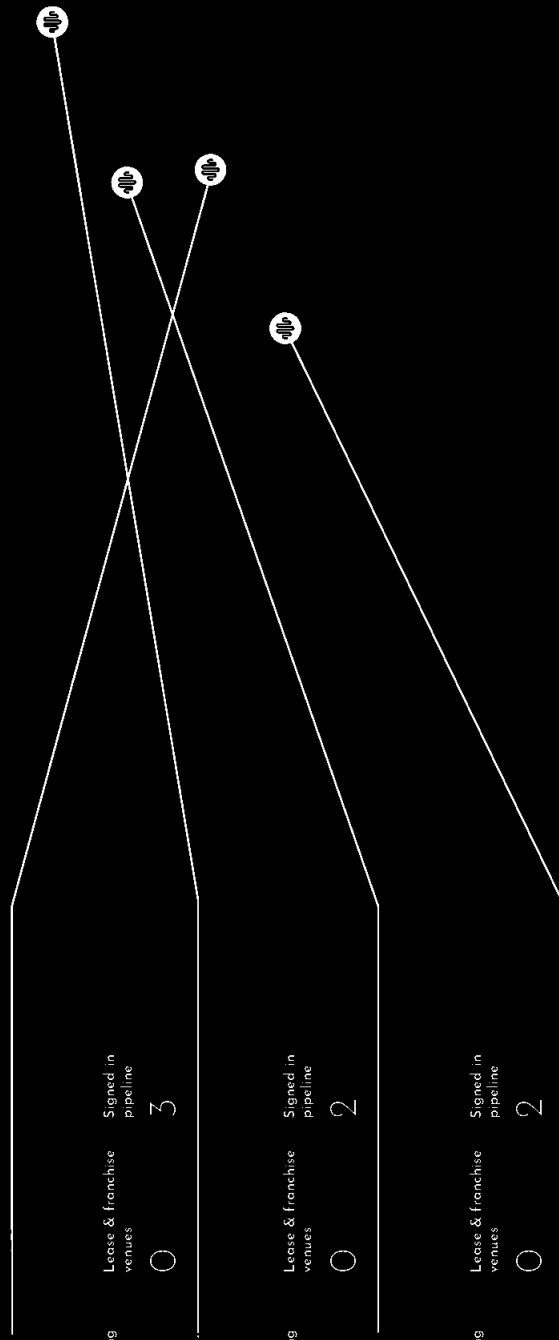
Revenue mDKK	146	Number of employees	340	Operating venues	14	Lease & franchise venues	0	Signed in pipeline	3
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NORWAY

Revenue mDKK	474	Number of employees	1,111	Operating venues	47	Lease & franchise venues	0	Signed in pipeline	2
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UK (England, Scotland, and Wales)

Revenue mDKK	829	Number of employees	2,298	Operating venues	53	Lease & franchise venues	0	Signed in pipeline	2
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ROI

Results

Financial Highlights 2022

REVENUE mDKK

Revenue was up 91.2% for 2022, in line with our latest outlook. Growth compared to 2021 was driven by almost a full year of trading after COVID-19. Only January and February in the Nordics was affected by lockdowns and restrictions. We saw strong performance in the Nordics after reopening in February 2022.

2022 ACTUAL **2,200**
2,000 - 2,200

1,150

EBITDA mDKK

EBITDA before special items has grown from 369 mDKK to 503 mDKK and also in line with our latest outlook for the year. The growth has mainly been in the Nordics as the Nordic market was closed for a long time in 2021. The UK market rebounded strongly in 2021 and therefore growth is less in UK in 2022.

2022 ACTUAL **503**
475 - 525

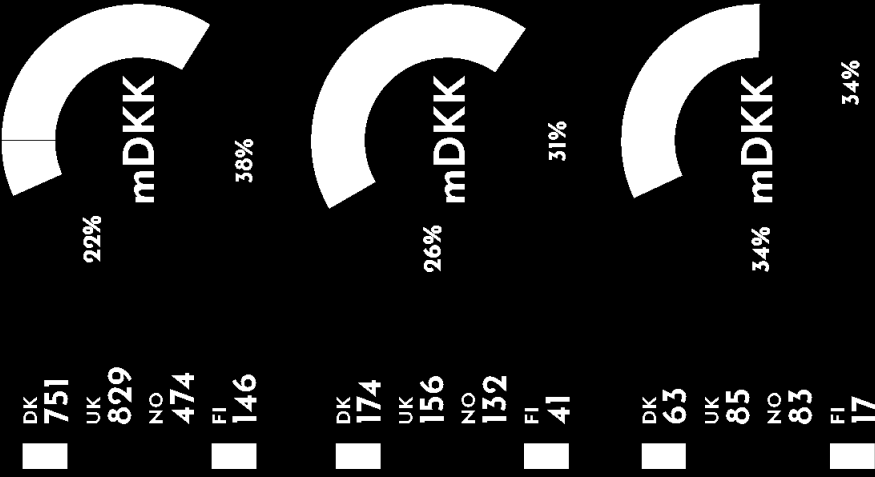
369

EBIT mDKK

EBIT before special items was up 55% in 2022 to a level of 248 mDKK. Strong performance across all markets in open months in 2022 and especially the performance after the reopening in the Nordics in February 2022 has driven the growth.

2022 ACTUALS **248**

160



Financial review

REKOM delivered strong results for 2022 achieving a 91% growth in revenue in line with the expected level of mDKK 2,000-2,200. EBITDA before special items was mDKK 503 also in line with our expectations.

INCOME STATEMENT (mDKK)

	2022	FORECAST 2022	2021	GROWTH
Revenue	2,200	2,000 - 2,200	1,150	91,3%
Costs of goods sold	-427		-213	
Gross profit	1,773		936	89,1%
Gross margin	80,6%		81,5%	
Other external expenses	-561		-311	
Staff costs	-775		-504	
Other operating income	67		246	
EBITDA before special items (IFRS)	503	475 - 525	369	
EBITDA margin	22,9%	21,6% - 24,25%	32,1%	
Depreciations, amortisations and impairment	-256		-209	
EBIT before special items	246		160	55,0%
EBIT margin	11,3%		13,9%	
Adjusted EBITDA (DK GAAP)	503		369	
EBITDA before special items (IFRS)	-189		-174	
Add back of rent				
Adjusted EBITDA before special items (DK GAAP)	314		195	61,1%

STRONG PERFORMANCE WITH MORE THAN mDKK 2,200 IN REVENUE IN AN EXTRAORDINARY YEAR

REKOM entered 2022 with continued COVID-19 lockdowns and restrictions in the Nordic Market and we were not able to open all venues until March 2022, when Finland - as the last country - lifted its restrictions.

In 2022 we witnessed a strong growth compared to 2021. The growth was strongest in our Nordic markets, as this region was most severely hit by COVID-19 restrictions in 2021. In the UK the restrictions were lifted in July 2021, and only minor COVID restrictions and recommendations influenced our business at the end of 2021 and in the beginning of 2022.

REKOM achieved the highest revenue and earnings in the first half of 2022. This was driven by a high customer demand which to some extent can be credited to the booming effect from the lifting of COVID-19 restrictions. The optimism and demand carried through the summer of 2022.

However, by mid-Q3 and in Q4, REKOM began to feel the effects of the change of wind in the macro-economy and all our markets experienced the effect of the rising inflation through higher cost related to products and energy.

In the UK we also witnessed a demand pressure in the latter part of Q4. This can

be attributed to the higher UK compared to our other the associated increased in our customers purchasing

Despite this, the revenue in the second half of 2022 REKOM factory. However, earnings are affected by the increase in inflation and the global situation.

Hence, and in spite of the re-economic agencies in 2022, we have realized for-like results compared to that our business model is

In conclusion, we regard 2022 as strong as we reached a mDKK 2,200 which represents 91,3% compared to 2021. mDKK 503 under IFRS accounts. Adding back rent on special items, we reached an adjusted EBITDA of mDKK 503, which represents a growth of 61% to 2021. Adjusted EBITDA items is the main driver in the management report in the management report and banks. A very important element to cash flow is the increase in investments in our strategy.

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ADJUSTED FREE CASH FLOW mDKK

REKOM has an adjusted free cash flow in 2022 of mDKK 54. A decrease compared to 2021 of mDKK 362 that can be related to last years impressive turnaround in -2 and improvement in net working capital.



ADJUSTED NET INTEREST BEARING DEBT (NIBD) mDKK

In 2022, REKOM increased its net bearing debt with mDKK 232. The increase was driven by investments in growth in all markets. REKOM has acquired or invested in new venues for mDKK 157 in 2022.



INJECTED CAPITAL FROM SHAREHOLDERS (EQUITY & VENDOR LOANS) mDKK

During the last three years, REKOM has raised more than mDKK 300 in capital from shareholders through equity and vendor loans. This has been done to strengthen REKOM's financial position and to secure growth in all markets.



FINANCIAL OVERVIEW (mDKK)

	2022	2021	2020
Results			
Revenue	2,200,299	1,150,390	318,648
Gross profit	1,773,020	937,665	244,866
Operating profit before amortisation, depreciation, interests, tax and special items (EBITDA)	503,419	369,016	75,615
Earnings before interests, tax and special items (EBIT)	247,628	159,626	-67,910
Special Items	-34,237	-16,010	19,980
Net financial expenses	-192,546	-163,410	-115,835
Profit before tax	20,845	-19,794	-183,745
Loss for the year	-20,316	-26,890	-143,615

Cash flow			
Operating activities	265,414	441,683	-100,702
Investing activities	-330,210	-133,839	-171,988
Financing activities	-125,162	20,931	266,743
Acquisitions of subsidiaries	-76,077	-41,587	-113,012
Free cash flow	-64,796	307,824	-272,690
Investments in expansion of operations	-157,492	-93,223	29,456
Adjusted free cash flow	53,705	361,929	148,051
Net cash flow for the year	-189,936	328,755	25,947

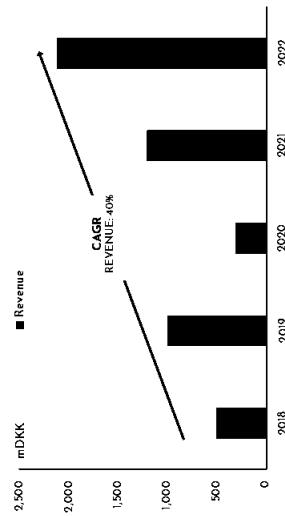
Balance sheet			
Equity	360,441	354,728	20,659
Balance sheet total	2,989,646	2,852,891	1,202,298
Net working capital	-201,101	-245,035	13,443
Net interest-bearing debt (NIBD)	2,026,011	1,646,133	1,186,489
Adjusted net-interest bearing debt (excl. IFRS 16)	971,508	739,856	144,489
Invested capital	2,386,590	2,024,841	1,277,622

Financial ratios			
Revenue growth	91.3%	261.0%	7.8%
Gross margin	80.6%	81.5%	76.8%
EBITDA margin	22.9%	32.1%	33.7%
Return on Equity (ROE)	-5.7%	-10.8%	18.0%
Return on Invested Capital (ROIC)	12.8%	9.8%	35.0%
Solvency ratio	17.6%	18.5%	22.0%
Solvency ration excl. IFRS 16	27.2%	27.1%	30.0%
Gearing ratio	4.0	4.5	21.0
Gearing ratio excl. IFRS 16	2.8	2.7	42.2

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts. Please refer to the accounting policies for definitions of terms. The financial statements for the year ended 31 December 2021 were the first that the Group prepared in accordance with IFRS. For periods up to and including the year ended 31 December 2020 the group prepared its financial statements in accordance with IFRS 10. Therefore, there are no financial highlights before the IFRS adoption date of 1 January 2020.

Results for 2022

COMPOUND ANNUAL GROWTH RATE



The above graph shows a CAGR of 40% in revenue representing the growth in REKOM since our majority owner CofaCap came on board.

REVENUE GROWTH ACROSS MARKETS

mDKK	2022	2021	GROWTH
DK	751	338	122%
NO	474	183	159%
FI	146	71	106%
UK	829	558	49%
Total	2,200	1,150	

In 2022 all our markets showed strong growth compared to 2021. This was primarily due to the lifting of the COVID-19 lockdowns and restrictions which faced our industry in 2021. However, the growth was also driven through successful venue openings in all markets.

In 2022 the growth in Denmark was largely due to the fact that all our venues were open from February and onwards. In addition, the re-opening of Proud Mary in Copenhagen in particular also attracted new customers and we succeeded in taking market shares from our competitors.

In Norway we strengthened our clusters in Oslo, Stavanger and Høugesund as well as our presence in Bergen which all contributed to the strong growth in Norway. In Finland, we made several large investments which included introducing the Proud Mary concept, the PRYZM concept, and continued positioning of Heidi's Bier Bar. In total we opened 5 new venues in Finland in 2022. In the UK we went from 47 to 53 venues in 2022, and we have successfully launched our Nordic concepts Proud Mary and Heidi's Bier Bar, which are among our best performing concepts in the UK now. In addition, we have started building clusters in the UK.

Furthermore, we continued our investments in Digitization and Brand Building - the two focus areas in our rocket strategy. This means that we are now in a position where they will become independent pillars as we launch our new temple strategy in 2023 (read more about this in chapter 2 on page 21). This also means that we will be rolling out both digitization and brand building activities in all of our markets in 2023.

Based on this we conclude that we delivered on our strategy and reached our projected growth rate in 2022.

ADJUSTED EBITDA (DK GAAP) GROWTH ACROSS MARKETS

mDKK	2022	2021	GROWTH
DK	101	80	26%
NO	91	16	469%
FI	23	11	109%
UK	99	88	13%
Total	314	195	

In addition, the growth in operation profit (EBITDA - GAAP) before special items followed the growth in revenue as we reached a total growth in EBITDA of 61%.

THE GROWTH IN OUR DIFFERENT MARKETS CAN BE BROKEN DOWN AS FOLLOWS

Denmark: in 2022 we more than doubled our revenue compared to 2021, reaching a total revenue of mDKK 751 compared to mDKK 338 in 2021. This equals 34.1% of REKOM's total revenue in 2022. The

growth was largely due to the lifting of the COVID-19 restrictions. The corresponding EBITDA in Denmark reached mDKK 101 compared to mDKK 80 in 2021.

Finland: in 2022 Finland reached a total revenue of mDKK 146 which represents a growth of 106% compared to 2021. This was both due to lifting of COVID-19 restrictions and a growth in venues from 9 to 14. The revenue in Finland equals 6.6% of REKOM's total revenue. The EBITDA in Finland reached mDKK 23 compared to mDKK 11 in 2021.

Norway: in Norway we saw extraordinary growth in 2022, which was down to a strong re-opening when the COVID-19 restrictions were removed as well as a strong performance in general. REKOM Norway reached a total revenue of mDKK 474 compared to mDKK 183 in 2021. This equals 21.6% of REKOM's total revenue. The corresponding EBITDA in Norway reached mDKK 91 compared to mDKK 16 in 2021.

UK: in the UK we kept momentum after an exceptional rebound in 2021 following the re-opening of our venues. This carried through to the first two quarters in 2022 after which we saw a minor slow down due to the increased living costs in the UK. In total we reached revenue in the UK of mDKK 829 in 2022 compared to mDKK 558 in 2021. This represents 37.7% of REKOM's total revenue making the UK REKOM's largest market. The corresponding EBITDA in the UK reached mDKK 99 compared to 88 in 2021.

CASH FLOWS AND FINANCIAL POSITION

REKOM's liquidity position was sufficient at year end and was strengthened in January with an external loan to REKOM UK to accommodate future growth.

Shareholders have also decided to inject mDKK 40 in February 2023 as a vendor loan to secure the necessary liquidity to execute planned M&A activities in the Nordics (see note 3 for more information).

As of December 31, the equity in REKOM was mDKK 360 (2021: mDKK 355). Adjusted Net Interest Bearing Debt was mDKK 972 by the end of 2022 (2021: mDKK 740). The increase in debt by mDKK 232 in NIBD was driven by investments in growth in all markets.

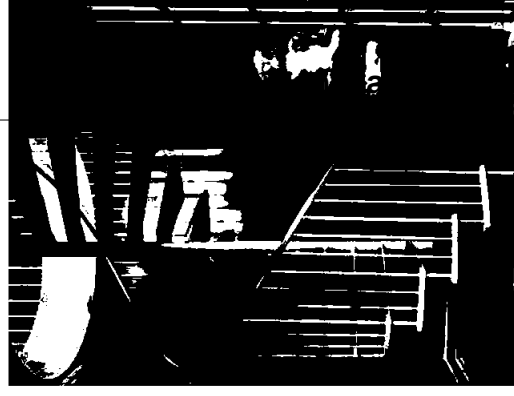
EXPECTATIONS AND OUTLOOK FOR 2023

The development in the world economy and the macro-economic trends in the second half of 2022 leads REKOM to be conservative in its expectations of the development in consumer purchasing power - and hence, the

development in the demand for the experiences that we try. At the same time we have experienced higher cost fit for inflation. Hence, we expect that our EBITDA margins may pressure in 2023.

As a result, we see 2023 as a transitional year which will see negative macro-economic trends during the first half of the year tapering off in the second half. Adjustments to conditions are being executed to mitigate the negative effects to stimulate demand.

As a result, REKOM expects moderate growth in 2023 in the range of mDKK 2,300-2,500 and EBITDA in the range of 465-515.





Risk governance structure

Risk Management is an integral part of REKOM's way of work. REKOM defines risks as trends, developments, regulation, and events which influence REKOM's ability to reach our financial targets, implement our strategy or impact our license to operate.

The purpose of the Group's risk management is partly to identify and assess relevant risks and partly to reduce, minimize or control the impact of these risks.

The Board of Directors is responsible for the Group's risk management strategy and the overall assessment of the Group's risk profile in collaboration with the Executive Board. The Executive Board is responsible for the day-to-day risk management processes as well as the continuous development of the Group's risk management activities.



Key risk assessment 2022

RISK DESCRIPTION	MITIGATION STRATEGIES	CHANGE TO RESIDUAL RISK IN 2022	RISK ASSESSMENT
<p>COVID-19</p> <p>The Group's operating environment was affected by COVID-19 in January and February 2022 due to the Omicron variant in the winter. There could still be a minor risk of local or national lockdowns and potential operating restrictions</p>	<ul style="list-style-type: none"> Operational procedures implemented to ensure safeguarding of our teams and guests. Regular Board reviews and action planning to monitor possible restrictions 		<p>In 2022 the risk associated with COVID-19 has plummeted as the vaccinated its hold on society. REKOM continues to carefully monitor the ongoing situation and should the risk for renewed restrictions in the hospitality industry</p>
<p>MACROECONOMY: INFLATION, AND INCREASED COST OF LIVING</p> <p>Macro-economic uncertainties continue to affect our business. Drop in real wages risk and a lower disposable income may affect the customer demand in hospitality sector broadly, and in the nightlife particularly. Also, higher inflation is putting an upwards pressure on our costs.</p>	<ul style="list-style-type: none"> Tailored offerings and adjusted promotional activities Employe meaningfullness score is part of all managers KPI's Employ and encourage safe working conditions REKOM CAMPUS to provide learning and development opportunities Provide talented employees leadership education and a career path at REKOM. Ensure that we promote a diversified culture A balanced approach to wages 		<p>REKOM takes this risk very seriously. However, REKOM also believes that fluctuations are expected to inflate over time, and that our guests to a large degree will prioritize go consumer costs. Hence, limiting the negative impact of inflation. In addition, 2022 REKOM went through all contracts to ensure that. When REKOM acquired the operations in the UK, the terms contained on utility prices including energy. This means that higher energy have only had minor impact on the business.</p>
<p>EMPLOYEES RETENTION AND ATTRACTION</p> <p>Our employees are our most important asset and vital to our success. Hence attraction of new employees and talent as well as retention is key to our business. Hence, we strive to make our company an attractive place to work. In addition, EU regulation and/or UK regulation with regards to minimum wages may also affect our salary costs</p>	<ul style="list-style-type: none"> Ongoing measurement of employee meaningfulness Ensure and encourage safe working conditions REKOM CAMPUS to provide learning and development opportunities Provide talented employees leadership education and a career path at REKOM. Ensure that we promote a diversified culture A balanced approach to wages 		<p>REKOM has an above industry employee meaningfulness score. And in 2022 we succeeded in having our VMI costs accredited and are seeking the accreditation in 2023. We are ongoingly updating our employee handbook, to ensure to safety as well as diversity. We raised all wages for hourly paid employees in 2022 and we once salary to all employees. This means that REKOM is neither regards to wages nor paying the lowest wages in the industry.</p>



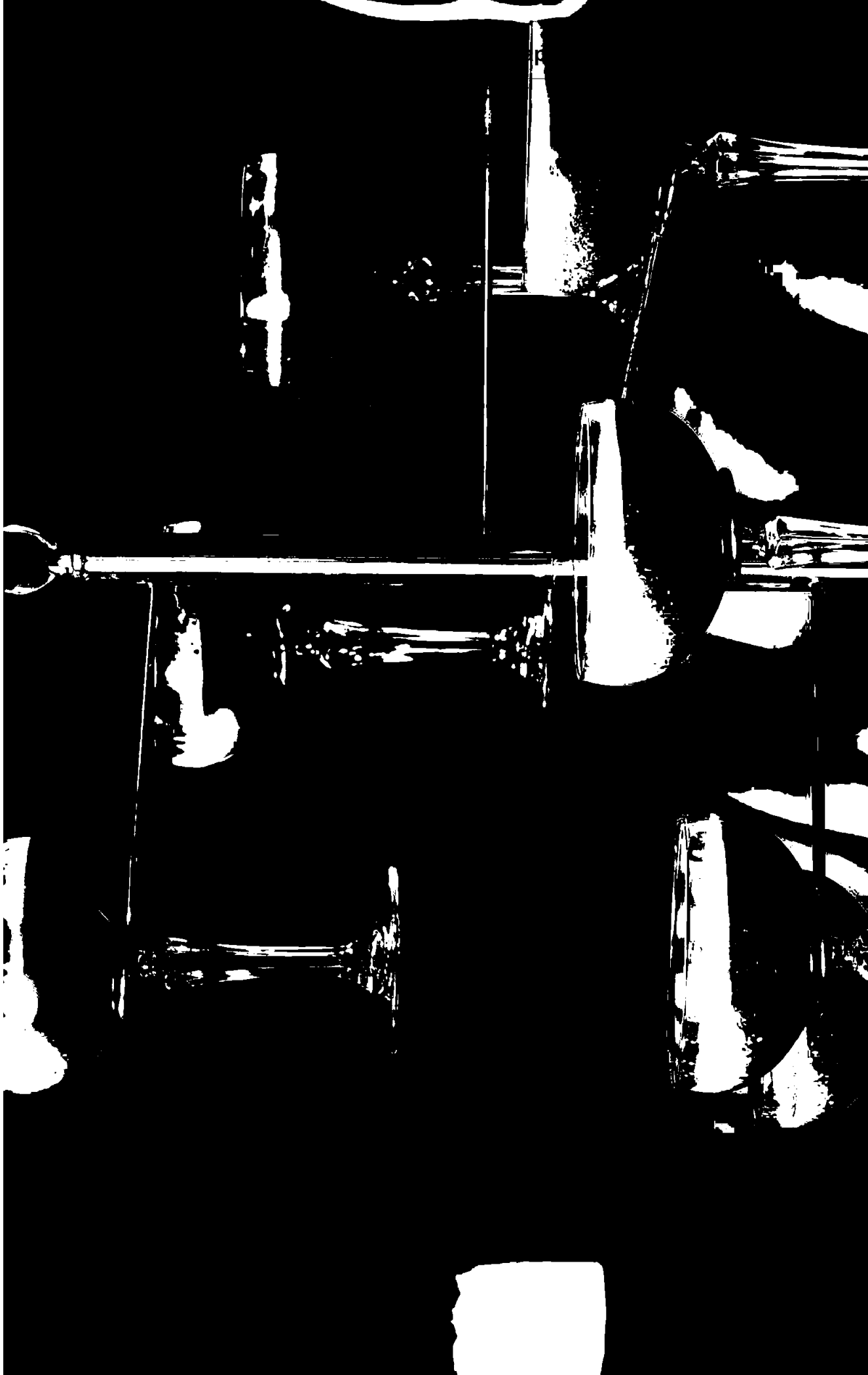
Key risk assessment 2022

RISK DESCRIPTION	MITIGATION STRATEGIES	CHANGE TO RESIDUAL RISK IN 2022	RISK ASSESSMENT
<p>COMPLIANCE - INCREASING REGULATORY COMPLEXITY</p> <p>At all levels of our organization and markets, we are committed to carry out our business in an honest and ethical way, complying with all relevant international and local regulations.</p> <p>The especially important in the nightlife industry which is heavily regulated both with regards to the products we offer and how they are marketed. This is also true for the external impact of our venues including, for instance, noise.</p>	<ul style="list-style-type: none"> Compliance to market regulation in all marketing activities Monitoring policy trends with regards to sale and marketing of our products Active player in business associations in our markets to ensure our opinion is communicated to relevant stakeholders Active and constructive player in the local communities in which we operate We have relevant codes of conduct in place for dealing with suppliers and partners 		<p>REKOM continues work towards a professionalization of our industry with a strong focus on compliance and entering a constructive dialogue locally and nationally across markets.</p> <p>In addition we have as part of our ESG strategy a strong focus on compliance and the relevant policies in place to promote compliance on all levels.</p>
<p>HEALTH & SAFETY FOR OUR GUESTS</p> <p>REKOM's venues are open to the public and REKOM has a duty of care to look after its staff and its guests</p>	<ul style="list-style-type: none"> Procedures in place to ensure compliance with health and safety regulations across markets Adherence to regulation is strictly enforced All employees must complete mandatory training which includes health and safety regulations before starting first shift 		<p>The physical safety of our guests and staff is paramount. The Group's SOP's cover all aspects of operations. Policies and SOP's are continuously updated and staff trained accordingly.</p>
<p>FLUCTUATIONS IN EXCHANGE RATES</p> <p>REKOM's revenues, earnings and net investments in foreign subsidiaries are affected by fluctuations in exchange rates.</p>	<ul style="list-style-type: none"> Continuous monitoring of currency developments in GBP, NOK, EUR vs DKK. Loans in both DKK and NOK, to minimize the risk on our cash flow and assets in Norway No loans in EUR and GBP and almost no cross border transactions between the countries Decision not to use hedge instruments to our exposure of DKK vs NOK. 		<p>REKOM is naturally hedged against currency fluctuations in the same way as we operate as both purchasing and sales take place in the same currencies. This is primarily attributed to our debt structure versus earnings in the same currencies.</p> <p>After the UK left the EU and in wake of the current macro-economic conditions we have witnessed higher inflation and interest rates in our other markets. REKOM is continuously monitoring the development continuously as it is increasing risk.</p>



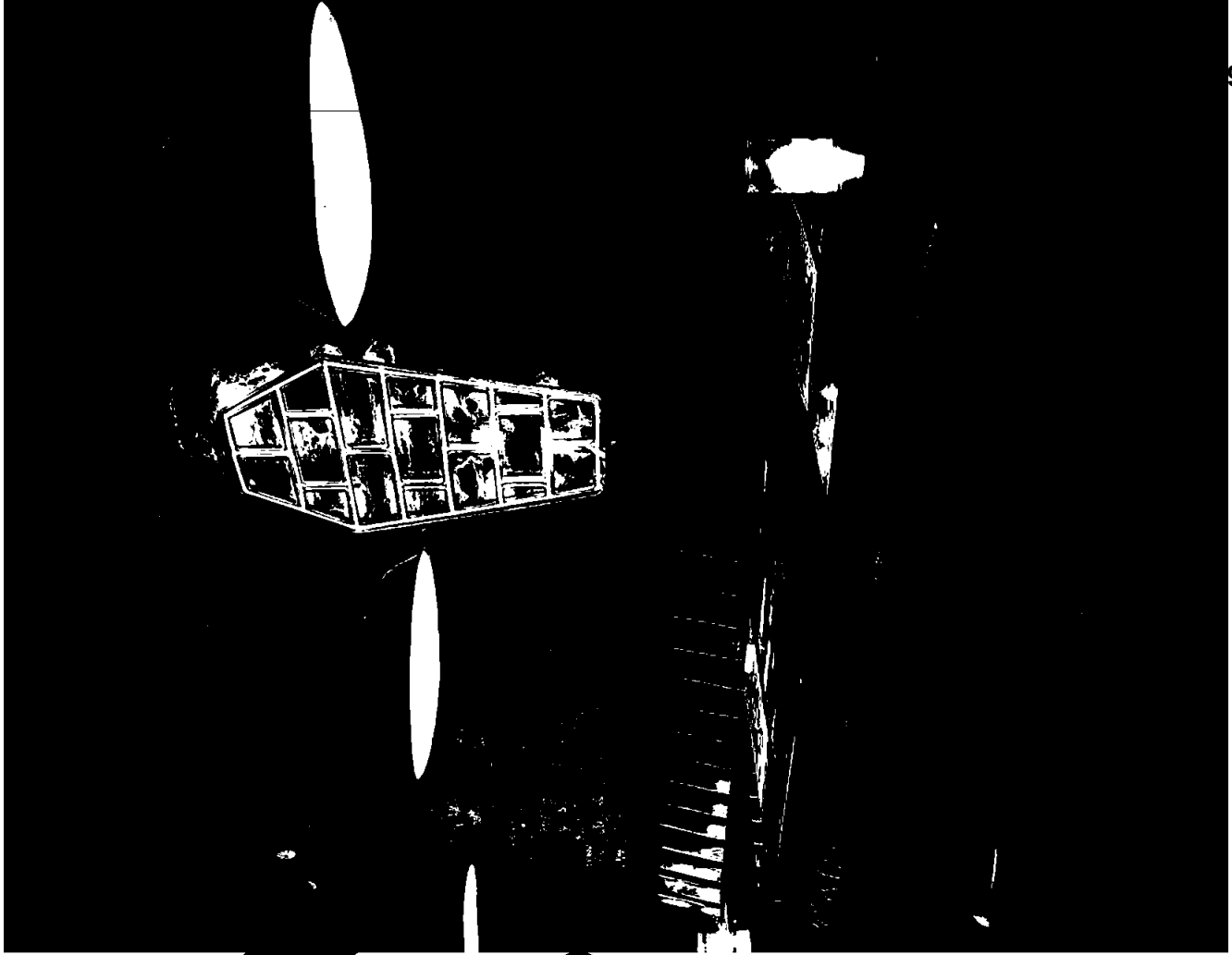
Key risk assessment 2022

RISK DESCRIPTION	MITIGATION STRATEGIES	CHANGE TO RESIDUAL RISK IN 2022	RISK ASSESSMENT
<p>M&A - ACQUISITIONS OF BARS</p> <p>The Group's strategy is based on growth through acquisitions of new bars and other bar groups</p> <p>The existing portfolio of bars must also be kept relevant and refurbished so we mitigate the risk of decreasing like-for-like sales and overall sales.</p>	<ul style="list-style-type: none"> When making acquisitions these are based on strong methodology which both includes business case, possible cluster building ensure that new acquisitions match our business strategy and offers synergies to our current position in the market When acquiring new venues or groups a key criterion is that they match our culture and way of thinking. This to ensure a smooth integration into the REKOM way of work. 		<p>M&A remains an important part of our strategy. This can lead to acquisitions and acquisition of bigger bar groups. In the coming years we continue to apply our strong governance structure around M&A include the involvement of our Financial Committee. The risk picture will vary from acquisition to acquisition as this size and the complexity of the deal.</p>
<p>IT SECURITY - CYBER-ATTACKS AND BREAKDOWNS</p> <p>REKOM's operations depend on stable IT systems to ensure both the sales process at our venues and our ERP systems</p> <p>Hence, we are vulnerable to breakdowns and cyberattacks.</p> <p>These can cause damage to us, and our customers through unauthorized access to, destruction of, and corruption of data.</p>	<ul style="list-style-type: none"> We have strong IT governance structures in place to ensure the resilience of the systems, including systems hosted by external partners. REKOM's IT solutions, including infrastructure, are monitored, and evaluated in collaboration with external consultants. 		<p>We are focused on IT security and awareness and regular audits ensure that we are doing the utmost to prevent system breakdown access</p>



02

Our business



02 RAISING THE BAR

Through our Brand Building activities, we aim to improve our product portfolio by building and promoting our brands either in our own right or in cooperation with third parties. Our branded products are distributed directly through our own venues which provides a unique display and test window to an attractive customer base. Going forward it is our clear ambition to take REKOM developed brands from our venues into additional on-trade as well as off-trade.

In 2022, we launched our Mundo Tequila in our Danish venues and to the retail market in Denmark. And during 2023, we expect to have the tequila listed for sale through the Vinmonopoler in Norway and Alko in Finland (in both countries retail sale of strong alcohol is only allowed through government monopoly retail stores).

Another example of our branded products is our selection of craft beers which we have developed in a joint venture with the Danish master brewers at 'Too Old to Die Young'. The beers have already won several awards including a third prize as 'Brewery of the year' awarded by Danish Beer Enthusiasts and second prize as 'Brewery of the Year' at Danish Beer Bloggers award. Finally, we won 'The Best Good Night beer in the Nordics' at the Nordic Brew Festival.

The craft beers were launched at our venues during 2022 in Denmark where we also opened a 'Too Old to Die Young' flagship bar in Copenhagen. During 2023 we expect the craft beers to be rolled out to our other markets and become available in selected retail stores in Denmark.

REKOM Denmark

2022 became the year where we said goodbye to COVID-19 restrictions and REKOM returned to doing what we do best - delivering unforgettable moments to our guests.

When 2022 began we were under heavy government imposed COVID-19 restrictions meaning that the large majority of our venues were closed, and the remaining venues were operating at very low volumes and under restricted opening hours. This was difficult economically, at a time when we thought we were passed COVID-19. But most of all, it was a hard hit psychologically to our people and guests after a short return to normality and no restrictions in the autumn of 2021.

It was not easy to explain to our people and guests alike, that COVID-19 restrictions had returned with a vengeance in December 2021 and continued into 2022. But once again our employees showed immense resilience and character. We stood united through the new lockdown and once again almost all of our employees returned when restrictions were lifted by the end of January 2022. When we finally reopened our guests returned in numbers and in both February and March, we performed above expectations even taking into account the expected positive effect of re-opening.

Coming back to business after COVID-19 was also a return to a new, bigger, and better, REKOM. When COVID-19 closed our venues in 2020 REKOM Denmark consisted of 117 ven-

ues. By the end of 2022 we operated 94 venues, an increase based on both acquisitions and organic growth. And we had grown from 2000 employees to 3,101 employees in Denmark 2022 was also the year where our rocket landed. Our brand building activities became a part of our Danish operations. Mundo Tequila, I AM Drinks and our craft-beer were launched at our venues, and Mundo Tequila is now available in retail stores.

In 2022 we also acquired, the festival organizer "Vi Elsker", specializing in outdoor one-day festivals across Denmark. The acquisition marks a strategic move into the festival and events market where we see a huge potential in leveraging our operational expertise in running large events smoothly. In August 2022, we delivered and operated the bars at the four historic Ed Sheeran open air concerts in Copenhagen, which attracted an audience of 160,000 people over four days, making it one of the largest music events in Northern Europe in 2022.

FROM GROWTH MARKET TO TEST LABORATORY FOR FUTURE INTERNATIONAL GROWTH AND NEW REVENUE STREAMS

With 94 venues, Denmark remains REKOM's largest market measured on numbers of venues, and Denmark will continue to be a strategic market for REKOM as well as our home market. However, as REKOM continues to grow outside

Denmark, it is also logical that the Danish market's share of REKOM's total revenue becomes smaller over time. And REKOM's revenue in Denmark is now surpassed by the revenue in the UK. This is a testament to REKOM's continued international growth.

We will continue to grow our business in Denmark. However, we expect that the speed of growth in our core business will slow down as we are closing in on the upper boundary for venues in Denmark.

Our position in Denmark provides us with the perfect opportunity to test new ideas, concepts, and products in a mature market, before launching in other markets. This includes new ventures in our core activities, like branching into festivals or new venue types, or launching new brands or digital services. This creates a well driven test engine for developing new revenue streams to continue growth in Denmark and through to our other markets.

46%
FEMALES

54%
MALES

174 mDKK
EBITDA

751 mDKK
REVENUE

3,101
EMPLOYEES

94
VENUES



Financial performance

In 2022, we more than doubled our revenue compared to 2021, reaching a total revenue of mDKK 751 compared to mDKK 338 in 2021. This equals 34% of REKOM's total revenue in 2022. The corresponding EBITDA in Denmark reached mDKK 174 compared to mDKK 150 in 2021.

Based on the current size of our core business the Denmark results were in line with expectations. And when taking into account the headwinds faced by the industry - due to COVID-19, inflation and higher energy prices, REKOM Denmark's results were very strong.

The fact that REKOM Denmark is able to show both growth and deliver a strong EBITDA result after COVID-19 lockdowns, and with energy prices and inflations roaring through H2, underlines that REKOM's core business remains resilient and efficient.

LOOKING AHEAD

Looking into 2023, we expect continued headwind due to the drop in real wages and we will continue to observe an increased pressure on cost linked to inflation and energy prices.

However, we remain cautiously optimistic and expect to continue our growth in 2023. In 2023, we also expect to launch a new version of our nightlife community app NightPay. This will open new doors for our interaction with our guests, and we are also looking into the possibility to utilize NightPay as a vehicle to monetize data. This is achieved through optimizing our guest services and our offers in venues, based on insights from NightPay and through third party cooperation.



Key events in Denmark in 2022

REKOM CAMPUS: Accreditation of our venue management training

In 2022 REKOM took a major step in our efforts to professionalize our industry through training and formal education of our employees.

3.055 Danish employees completed mandatory and voluntary training via our e-learning module REKOM Campus. A learning tool which is available to all our employees via the employee app, REKOM LIFE.

We see it as a key ambition to make our industry a career choice for the many young talents who work at our venues, if they have the desire and abilities to take on the responsibility they can do so from a very early age in our industry.

However, until now a lot of our young talents have never received any formal recognition for the skills that they have acquired in the industry. When they move on to other trades or return to study, they have often been asked to start over with little or no recognition that they may already have managed large employee groups and overseen operations with revenue to be counted in the millions

- while also having the responsibility to deliver unforgettable moments to guests in a heavily regulated industry. We wanted to change this.

So it was of great pride to us that we, in 2022, succeeded in having our Venue Management training course accredited in Denmark. The venue management training course was developed in cooperation with Århus and Vordingborg who is already an experienced educational provider within the service industry.

In Denmark, 83 young talents completed the course during ECTS point which they can use to further their education either at a later stage in their career at REKOM or outside REKOM.

In 2023 we expect that a new batch of young talents will complete the course. In this way we are slowly and steadily building the next generation of REKOM leaders while also giving them the formal recognition to succeed outside the industry.

160,000 Ed Sheeran concerts goers in Copenhagen

In 2022 we took the decision to develop our festival and event strategy. Part of this was the acquisition of "Vi Elsker". We see a huge market potential in utilizing our operational experience and backend systems to optimize the bar services delivered at festivals and events.

In August 2022, we showed our abilities in doing just that at the four Ed Sheeran concerts in Copenhagen. Attracting more than 160,000 people for the four concerts, it was one of the biggest music events in Northern Europe in 2022.

REKOM's event teams were tasked with organizing and running the bars at the open-air concerts. This involved building 10 bars and making them run smoothly by connecting the whole operation to our backend system. 400 bartenders made sure that all concert goers had a great experience during the concerts selling more than 200,000 pint beers and 120,000 soft drinks. In addition, more than 10,000 glasses of rosé wine and 110,000 shots were also sold to the happy concertgoers.

Based on this experience REKOM expects to venture further into the event and festival market in 2023.

The Ed Sheeran concerts were a huge logistical task. Delivering with such a success is a testament to the people in our team as well as a perfect example that we can efficiently roll out our operational systems for pop-up events of almost any size

LASSE BARLAJ
REKOM EVENT

REKOM WorkSpace has already proved its worth. It enables us to drive a much more efficient and cost-effective business and provides us the insights to optimize the guest experience on a day-to-day basis. We are simply on top of our business in a whole new and faster way than before. At the same time it releases time to our venue managers to attend to their people and develop the venues instead of having to use time on reports and administrative tasks

KIAN BARKE JENSEN
REGIONAL MANAGER, REKOM

Delivering on our IT-strategy: REKOM WorkSpace

In 2022 we successfully rolled out REKOM WorkSpace to all managers in REKOM. REKOM WorkSpace is our proprietary operational system. In essence, REKOM WorkSpace delivers and systemizes data on all aspects of running a nightclub, bar or restaurant as close to real-time as possible.

This enables our manager across functions to receive data on key performance indicators much faster and more efficient than before. Hereby setting not only a new industry standard for the nightlife industry but for the whole restaurant and dining industry.

Prior to the roll-out of REKOM WorkSpace managers were forced to take operational decisions based on historic or incomplete data, like navigating a plane without the instruments in the cockpit. With REKOM WorkSpace we are literally providing our managers with a digital cockpit that shows all relevant data needed to steer their areas of responsibility. In addition, the system provides alerts if data points deviate from the expected course. Data includes almost real-time updates on key information such as guest flow on the venue, customer spending with split on categories and time and inventory. This means that the system can alert the manager if there are changes in customer trends with regard to certain products or if peak hours are changing. In addition, the system allows for the manager to make new orders, update pricing, and adjust

staffing in order to reflect customer trends and demands. This enables the manager to optimize on both staffing and sourcing on an almost day-to-day level, making REKOM WorkSpace a state-of-the-art system within the industry.

Based on the information gathered, REKOM WorkSpace also automatically draws up reports and summaries for the weekly management meeting, including suggestions on key points, and delegates the tasks to the person responsible for handling the relevant action points.

REKOM WorkSpace has already proved that it can help our managers run their venues more efficiently and increase margins in an otherwise low margin industry well as providing our senior management with key over real-time insights to our business performance. In addition, REKOM WorkSpace also minimizes the time it takes for managers and other managers to prepare for meetings and handle administrative follow-up activities.

REKOM WorkSpace is a key element in REKOM's ambition to digitize the industry and it is an example of how REKOM is successfully moving from digital solutions towards software as a service, which can be implemented across our operations and markets as well as in complementary industries.

REKOM United Kingdom

2022 became the first year of full operations due to government COVID-19 lockdowns since the acquisition of the DELTIC Group in 2020, and the only market where REKOM had a full year of business.

During 2022 REKOM UK grew from 42 venues to 49 venues. This included the opening of REKOM's concepts Heidi's Bier Bar in Cardiff and Birmingham as well as a Proud Mary also in Cardiff. REKOM UK also continued the integration to REKOM Groups backend systems, a process which is in its final stages.

With the full integration of REKOM UK into REKOM Group, REKOM has shown that it is able to acquire and integrate even very large bar-groups into the REKOM set-up without having to compromise on revenue or margins. In fact, REKOM UK is now performing better than ever.

Like for like revenues and margins are up considerably compared to the last year of full operations in the Deltic Group (2019).

FROM THE ASHES TO THE FIRE - BUT STILL DELIVERING

2022 started off in a very positive style. The first half of 2022 REKOM UK witnessed record-breaking revenue, which must be attributed to the continued boomerang effect of return to normality after the COVID-19 lockdowns. There was a desire to go out and meet up with friends and catch up on the unforgettable moments that people had been deprived of for so long. REKOM UK was there to deliver on this.

However, by summer the initial post-COVID-19 surge slowed down and REKOM UK saw a return to more nor-

mal numbers in guests and revenue. During REKOM UK witnessed small draw-back in revenue is attributed to the spiralling living costs that suffered from during 2022 - especially linked energy and food prices.

Even though the nightlife and bars are less the negative consequences related to inflation our guest demographic values are prioritized and meeting with friends, even when times are witnessing a slowdown. However, REKOM UK are in good shape and continues to deliver margins that are higher than before COVID-19.

This is a strong testament both to the effort employees and a testament to how successful integration of the Deltic Group into REKOM has pro-

53 VENUES

2,298 EMPLOYEES

829 mDKK REVENUE

156 mDKK EBITDA

43% MALES

Financial performance

In total, REKOM UK reached a total revenue of mDKK 899 in 2022 compared to mDKK 558 in 2021. This represents 39% of REKOM's total revenue making the UK REKOM's largest market. The corresponding EBITDA in UK reached mDKK 156 compared to 141 in 2021.

This result is in line with expectations, but is in the lower range. This is due to the slowdown in Q4 caused by increased inflation in the UK which meant that the annual result did not reach the top-end of our range of expectations. However, the results were above like for like compared to 2019.

LOOKING AHEAD

Looking into 2023, REKOM UK expects to finalize its move to REKOM's IT systems as old vendor agreements expire, enabling REKOM UK to make the last jump onto the REKOM platform.

During 2022 REKOM UK also began its integration onto REKOM CAMPUS, which provides training for all employees working at REKOM. During 2022 the first leader talents started on the Venue Management Training Course via REKOM CAMPUS and in 2023, 132 leader talents will begin the VMT Course. In 2023 REKOM UK will finalise the integration meaning that all REKOM training modules will become available to employees in REKOM UK. In 2023 REKOM UK will also work towards receiving the same level of ECTS accreditation for the VMT-course as has been achieved in the Scandinavian countries. This will make REKOM UK the only player to provide ECTS accredited training in the industry and make REKOM UK an even more desirable place to work in the industry.

The UK is already REKOM's largest market and REKOM UK also expects to continue its growth organically in existing cities. In addition, we will be looking to be part of a further consolidation of the nightlife industry in the UK. As the largest non-listed bar-group in the UK, REKOM is well placed to take advantage of its position as a safe harbour in times of economic uncertainty in the UK.

In the short term, REKOM has two new venues recently secured and we expect to grow our venue base further organically and through one-off purchases in 2023. This will include the opening of additional Proud Mary pubs and Heidi's Bier Bars, concepts which have proven to be very successful in the UK. In addition, REKOM UK expects to launch NightPay during 2023, and will also be looking towards launching REKOM's branded products such as the Mundo Tequila.



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We were from the outset confident, that Heidi's Bier Bar would fill an empty gap in the UK market. However, we have been taken by surprise by the UK audiences' hunger for thematic fun bars such as Heidi's. We have definitely found a hole in the market which we will look to expand

RUSSELL GUILLET
EXECUTIVE DIRECTOR UK

The successful launch of Proud Mary and Heidi's Bier Bar in the UK

In 2022 REKOM UK launched Heidi's Bier Bar in Cardiff and Birmingham and Proud Mary also in Cardiff. All three venues have proven very successful and are among the top-performing venues on a weekly basis in the UK both with regard to guests, money spend per guest and EBITDA. This shows that the REKOM's Scandinavian concepts bars have an audience outside its home-markets and can be exported to the UK.

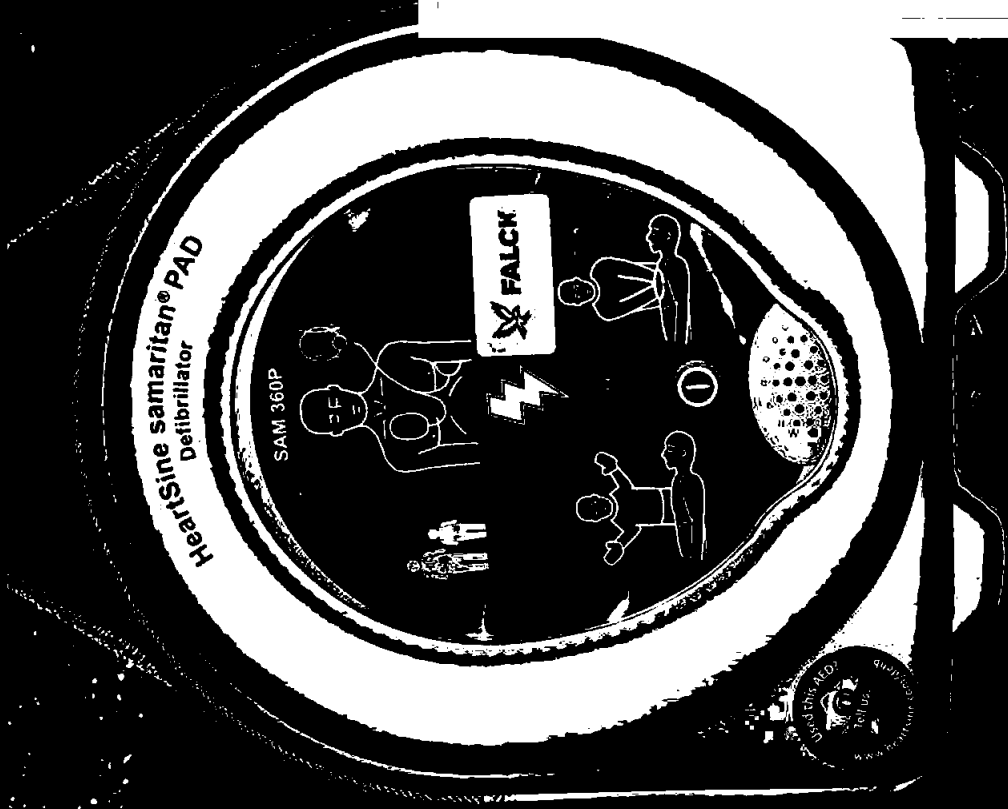
The concepts bar fills a hole in the UK nightlife market through its combination of the pub-culture and a thematic twist providing the guests with the opportunity to meet and partake in fun common activities, something not

normally seen in traditional English bars. This means that both Heidi's and Proud Mary have quickly developed a large following across customer segments.

For instance, Heidi's Bier apres-ski experience has been very well received and guests have been quick to adopt and appreciate the traditional elements at Heidi's including the sing along, the uniforms, and the dedication to the concept shown by the employees.

Based on this success REKOM UK is looking to grow the presence of both Heidi's Bier Bar and Proud Mary in the UK.

Key events in the UK in 2022



We care UK

In 2022 we also implemented our REKOM UK WE CARE POLICY. We want our guests to have the right not only to be safe during their nights out but to experience the highest degree of guest care available. Our strength is often in the care we offer our guests. However, we were not good enough at communicating to our guests that they can ask for help.

Consequently, we have launched a joint guest care and safety policy to ensure that our guests have the best possible night, knowing that 'We Care'. We have initiated a communication campaign so that guests are aware of the help we will offer. Our 'We Care' approach also includes a 'safety net' system, where when things do go wrong, every possible step is taken to look after every guest.

We also aim to ensure that the vulnerable are recognized and dealt with sympathetically, preserving their dignity and safety at every opportunity.

THE INITIATIVES INCLUDE

- Guests care ambassadors - who are recognizable to the guests
- Qualified First Aiders to administer first aid if necessary
- Medical/Refuge Room where first aid can be administered in safe circumstances, and we can give refuge to vulnerable guests who need time to compose themselves.
- Taxi escort for vulnerable guests

The We Care initiative has subsequently also been launched in a local version in Denmark, Finland, or Norway.



REKOM Norway

At REKOM Norway we operated under COVID-19 government restrictions until February 16, when all restrictions were lifted. This means that REKOM Norway's results were achieved in less than 11 months.

This of course had a negative impact on total revenue and EBITDA. However, when Norway reopened, we witnessed a strong comeback in the spring months of 2022 with record turnout and revenue.

This was only possible due to an extraordinary effort by our employees who came back in force and were ready to provide our guests with those magical moments that makes them return again and again.

The above projected turn-out lasted well into Q3 where revenue and our numbers of guests defied high inflation rates and steep energy prices. In Q4 we experienced a slowdown in guest turn-out especially linked to lower consumer confidence and a drop in real wages experienced by almost all Norwegians.

However, we remain confident that our business model is resilient and even through the slowdown in Q4 we have delivered an extraordinarily high growth in revenue and a positive EBITDA. This is both a testament to the fact that we are operating efficiently and that even in times of economic uncertainties there is a strong desire among our guests to prioritize going out with friends and family.

FROM 95 VENUES TO 47 VENUES IN NORWAY DURING COVID-19

In 2019 REKOM Norway consisted of 25 venues primarily in Oslo and Stavanger. By the end of 2022, REKOM Norway operated 47 venues, and we have clusters in Oslo, Stavanger, and Haugesund. The growth has been made possible due to strategic acquisitions in 2020 and 2021 as well as organic growth and standalone acquisitions.

Our growth journey has almost tripled our revenue in Norway compared to 2019 and REKOM Norway has grown from 600 employees in 2019 to 1,111 employees by the end of 2022.

The growth in venues and employees has also led to a professionalization of REKOM's business in Norway. Today Norway is a home market to REKOM, and REKOM Norway now runs the core business independently from REKOM Denmark. This reflects the importance that the Norwegian market brings to REKOM, and investments made in Norway both with regard to acquisitions and in building a strong HQ function in Norway.

With 47 venues in Norway and clusters in Oslo, Stavanger, and Haugesund we are breaking on the boundary for growth in our core business of operations, bars and nightclubs in Norway. However, REKOM Norway continues to see a huge potential in growing the market further by diversifying our operation towards more activity and food-bars, venues as well as moving into the event and festival market based on experiences from Denmark.

47
VENUES

1,111
EMPLOYEES

474 mDKK
REVENUE

132 mDKK
EBITDA

52%
MALES

Financial performance

In Norway we saw an extraordinary growth in 2022 driven by a strong re-opening after the COVID-19 restrictions were removed as well as a strong performance in general. REKOM Norway reached a total revenue of mDKK 474 compared to mDKK 183 in 2021. This equals 229% of REKOM total revenue. The corresponding EBITDA in Norway reached mDKK 132 compared to mDKK 55 in 2021.

This was well in line with expectations and as such was strong result even though inflation and associated higher costs impacted both revenue and EBITDA negatively in Q4.

LOOKING AHEAD

Due to the economic uncertainties and a drop in real wages we are conservative in our outlook for REKOM Norway. With two secured venues we expect to grow our venue base further in Norway in 2023. In our expansion we will focus on strengthening our presence in our clusters and as such we expect a moderate growth.

In 2023, we also expect to see a positive effect from our branded products such as Mundo Tequila and I AM Drinks which are already being rolled out in our venues. And we hope that the former will be accepted for sale at the Norwegian Vinmonopolet which has the state monopoly on selling strong alcohol in Norway.

In 2023, we also expect to launch our nightlife community app NightPay in Norway. This will open new doors for our interaction with our guests. Based on the experiences from Denmark we will also be looking into utilizing NightPay as a vehicle to monetize data in Norway.



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We are committed to our employees and passionate about their personal and professional development - a job with REKOM is more than just a job - it's the start of a career. In 2022 we showed that this is not just something that we are saying but something we can deliver on - and that makes me immensely proud

LILL MAGNERJUD, HEAD OF PEOPLE AND CULTURE, REKOM NORWAY

We want to be the place to work in the industry and attract the best people

At the heart of everything we do at REKOM Norway is our people. It is our people who deliver the moments our guests treasure.

To drive and expand our positioning of REKOM as the best place to work in the industry in Norway, we invested in developing our People and Culture Track in Norway, headed by Lill Magnærud, which in 2022 had two main focus areas.

Firstly, we made significant investments in attracting people to work for REKOM. Secondly, through investing in developing the competencies of our existing employees. During 2022 we successfully participated in large job festivals to attract new employees and to talk about the possibilities of having a career in our industry. This effort has proven very successful and our participation at the job festival in Bergen resulted in more than 120 inquiries into working at REKOM's venues. We see the participation at these events as a gateway to tell the story about an industry that is professionalizing, and that REKOM is in the front of this professionalization.

At the same time, we continued to invest in our existing people who are offered both mandatory and voluntary training via REKOM Campus. In total, more than 893 employees completed training courses during 2022, improving their skills on everything from bartending to security and conflict resolution. Skills that are necessary for work

ing in our industry, but also a skills-set, which is something that is sought after should our employees choose to leave the industry. Hence, it is also a separate ambition of ours to tell the story of how the skills and experiences you can make by working in our industry gives you an advantage when you move to your next job because working in the nightlife industry means that you are accustomed to working in a high intensity environment, focusing on service, and delivering unique guest experiences.

In addition, more than 48 people from REKOM Norway completed our Venue Management Training course for young talented leaders. These young leaders have now received formal recognition of their management skills and were given new skills that they can apply in their daily work. As the course is ECTS accredited the course also awards them ECTS points which they can utilize should they choose to continue studying at a later point in their lives.

The ability to offer formal and accredited leadership courses is a milestone in our ambition to professionalize the industry and present REKOM as the best place to work in the industry. In 2023, REKOM will continue to invest in our people and work strategically to attract the right people to work for us in a job market which is very competitive due to a lack of workforce. However, with the initiatives already taken we are well placed to attract the right people.

Key events in Norway in 2022

It has been an amazing journey to develop our operations in Norway from the beginning when I moved to Norway in 2016, to now. I AM extremely proud that we have now reached a point, where we can call Norway our home market. We have developed strong independent business and now we also have a Norwegian HQ which has all the abilities to take REKOM Norway to the next level - pushing on all three pillars in our coming Temple strategy

FREDRIK HANSEN,
EXECUTIVE COUNTRY DIRECTOR NORWAY

Norway is a home market to REKOM

Today REKOM Norway operates independently on all levels. The investment in building independent operational capacities in Norway signals that we consider Norway to be a home market for REKOM as well as a strategic market for our company.

The decision to build independent capabilities in Norway came naturally as our presence has increased through both organic growth and strategic acquisitions to reach 47 venues and more than 1,000 employees.

Already now-operational capabilities which were hitherto placed in Copenhagen have been moved to Norway. This means that we now run all key tasks out of our Oslo based HQ which has grown from less than 10 people in 2019 to 35 in 2022 and we expect to grow this function even further in 2023.

This does not mean that we are developing a new culture or way of work in Norway - it is quite the opposite.

By building an independent organization in Norway, we are much better equipped to implement the REKOM strategy and foundation at our venues and among our employees. With our own People and Culture function, Marketing and Communication department, as well as our own business development people, we are also much better placed to take advantage of our position in Norway.

At the same time our stronger presence in Norway makes it easier for us to be a part of the industry discussions in Norway and take responsibility for developments in the Norwegian nightlife industry, both in the cities we are present as well as at a national level. We are simply better equipped to engage with our stakeholders in the Norwegian society, working towards creating a strong nightlife industry that can play a vital role in the experience economy in Norway, together with other cultural and leisure activities. We have already seen the beginning of this in our work with the venues in the city of Oslo.

REKOM Finland

Finland was the last of our markets where COVID-19 government restrictions were lifted in our industry. The last restrictions on our operations were lifted on March 1, 2022. This means that REKOM Finland's results were achieved in 10 months of full operations.

This has naturally impacted Revenue and EBITDA for the year. In addition, higher living costs driven by inflation combined with higher operational costs linked to higher energy prices have had an adverse impact on revenue and EBITDA in Q4. The adverse external circumstances were countered by a high turnout in March and Q2 of 2022 where we saw a rebound effect following the removal of the last restrictions. This proved that the Finnish people, in contradiction to many popular beliefs, are just as social and eager to meet up as everybody else.

With that in mind the overall results and growth achieved in Finland in 2022 were satisfactory - and once again we were

only able to succeed due to the incredible effort from our people working at the venues.

MORE THAN 50% GROWTH IN VENUES IN 2022

When REKOM Finland entered 2022 we had 9 venues primarily in Helsinki, Turku, and Juvaskyla. By the end of 2022, we were operating 14 venues. This represents a growth of more than 50% in 2022 and REKOM Finland is now the third largest nightlife operator in Finland.

Today, we employ 340 people in 6 cities. This has required a strategic effort to attract new people and therefore also a huge focus on onboarding new employees to the REKOM way of work and our culture. This is an effort that we will continue in 2023 as we proceed to grow.

Among the key venue openings in 2023 was the opening of the Pryzm nightclub in Turku, which is the first REKOM UK

concept to be exported to Scandinavia. This represents a strategic development for REKOM as we are now not only developing and exporting concepts from Denmark but operating in a truly international manner.

In 2022 we also took a step into the event market in Finland as we helped organize and operate the bars at the student festival in Turku, which is one of the largest of its kind in Finland with more than 10,000 students celebrating the start of university.

Combined, this shows that we are maturing in the Finnish market by both growing our core business and venturing into complementary markets. This is done in close cooperation with and drawing on the expertise from REKOM Denmark and Norway. We will continue this development in 2023 in tune to the progressive expansion of our presence in Finland.

14
VENUES

340
EMPLOYEES

146 mDKK
REVENUE

41 mDKK
EBITDA

37%
MALES

63%
FEMALES





Financial performance

In 2022 Finland reached a total revenue of mDKK 146 this represents a growth compared to 2021. This was both due to lifting of COVID-19 restrictions and a growth from 9 to 14. The revenue in Finland equals 7% of REKOM's total revenue. The Finland reached mDKK 41 compared to mDKK 24 in 2021. This was fully in line with expectations and so was satisfactory.

LOOKING AHEAD

Due to the economic uncertainties and a drop in real wages, we are conservative in our outlook for REKOM Finland for 2023. However, Finland remains a growth market and in cooperation with REKOM HQ, we will continue to tap into this growth. Based on this and the already planned venue openings, combined with the fact that we are looking at the first year of full operation since 2019, we are still expecting a growth in revenue during 2023. The growth will, however, be based on the conservative approach with regards to turnover/guests and costs.

During 2023, we will continue to strengthen our existing clusters in Helsinki and as we develop new clusters, and we already have the first 3 new venues in pipeline as venues in pipeline is a whole new venue concept - The Boat. The Boat is an outdoor venue which has been converted into a bar and club which will be based at the canal in Turku. We have large outdoor serving space, and REKOM is thrilled to be a part of the atmosphere of the canal in Turku from April to September. We will also continue on our proven Scandinavian concepts such as SKAAL, LA Bar and DOLA, following successful launches of two Proud Mary pubs and several Heidi's Beer Bars in

In 2023, we will also be looking to launch the new version of Nix in Norway, which is done in close cooperation with REKOM HQ. We will also, in line with the other venues, be looking towards launching our branded products such as Mundo Tequila at our venue in Finland. We will also be looking to launch the new version of Nix in Norway, which is done in close cooperation with REKOM HQ. We will also, in line with the other venues, be looking towards launching our branded products such as Mundo Tequila at our venue in Finland. We will also be looking to launch the new version of Nix in Norway, which is done in close cooperation with REKOM HQ. We will also, in line with the other venues, be looking towards launching our branded products such as Mundo Tequila at our venue in Finland.

Most importantly, we will continue to focus on attracting the best people to work for us. This means continued investments in our people through training and development modules via REKOM Campus. In 2023, we expect that between 15 and 20 modules will complete our ETCS accredited Venue Management Training course.

Key events/ initiatives in Finland in 2022

“
You cannot overestimate the importance that we can now offer our young talents formal and accredited management courses. It makes it easier to hire potential talent and we are able to keep them for longer as we can now offer them a career path where they receive formal recognition of the skills that they acquire

MIKKELI JÄNEN
COUNTRY DIRECTOR OF FINLAND

Attracting the best people and being the best place to work

Since, and even before, the reopening after COVID-19, the biggest challenge facing our industry in Finland has been attracting people to work in our industry. And at the same time, we want to attract the best people to work at REKOM. So we invested strategically in promoting REKOM Finland and our venues as the best and most professional place to work in the industry.

First and foremost we are doing this by showcasing that we are a professional player in the industry, and that we are setting a new standard for working conditions.

We are also actively promoting that all employees receive mandatory training and can pursue further training through REKOM if they wish to gain new qualifications while working at REKOM. We are also promoting the fact that working in this industry provides employees with skills

such as service-mindedness and conflict resolution, which is beneficial later in their careers.

Finally, we are showing that talented young people can grow and achieve managerial positions faster than in most other industries. In this way we are also promoting working at REKOM as a career choice, where an individual - if they are talented and like the industry - can receive formal management skills through our ETCS-accredited Venue Management Training courses.

In 2022, 17 people completed our Venue Management Training course, most of whom now work as managers at some of our high-profile venues, applying their skills in the real world. In 2023 we are looking forward to welcoming further 15 to 25 new young talents from our venues on the course.

Pryzm has fast become the nightclub to visit in Turku, and every weekend we are providing our guests with unforgettable moments by creating an atmosphere like nowhere else in the city - It has been a true pleasure to launch this Nightclub and witness how it has been received by the guests

ALEXANDER BEVAN,
VENUE MANAGER AT PRYZM, TURKU

The venue management training course was a great opportunity for me to learn new skills and get formal recognition of the skills and experience that I have already acquired while working at REKOM. I do not know if I will work at REKOM forever, but by completing this course I can document the leadership skills and experience that I have - and I think that will become very much in handy, if and when I choose to move on

ANNI VESALA,
VENUE MANAGER AT HEIDI'S BIER BAR HELSINKI

Launch of Pryzm Nightclub in Finland

On September 30, 2022, REKOM Finland opened the first Pryzm Nightclub outside the UK.

The launch of Pryzm in Turku is the first time that REKOM has taken a concept from REKOM UK and exported the concept to a new market.

With the opening of Pryzm in Finland, we are adding a new venue concept to the list of branded concepts, such as Heidi's Bier Bar and Proud Mary, that we are internationalizing. Pryzm is already a successful nightclub concept in the UK with venues in 10 cities including Birmingham, Cardiff, and Leeds, and REKOM sees a huge potential in bringing the concept to life in our Scandinavian markets.

This marks a new stage for REKOM, and shows the REKOM has now grown to a size and in the capabilities to think and act across markets in a new way. We are in a sense moving from exporting Finnish concepts to being truly international in exporting concepts and markets regardless of origin.

Pryzm has already become one of the favorite nightclubs in Turku every Friday and Saturday with people coming together for a great time. And with room for 600 people, it is also one of the largest nightclubs in the city.



ESG at REKOM: Our concern for sustainable development

1. REKOM'S STRATEGY TOWARDS SUSTAINABILITY

REKOM is committed to aligning its business model to the UN's global expectations of responsible business conduct.

We wish to contribute to – while preventing adverse impacts on – social, environmental, and economic sustainability. We are proud to be among the first companies in our industry, and in general, that has committed to implement the UN Guiding Principles for business and human rights (UNGPs) and the OECD Guidelines for Multinational Enterprises (OECD), also referred to as the internationally agreed minimum standard for responsible business conduct.

We understand that sustainability, including responsible business conduct, is critical to the continuous development of our business. With 215 venues (including franchises) in Denmark, Finland, Norway and the UK we are the largest nightlife company in Northern Europe. With our size comes responsibility and our tagline: 'Raise the Bar', does not merely refer to our business but to our firm believe that REKOM can play a vital role in professionalizing the industry's performance also with regard to sustainability. Doing this requires diligent and strategic focus both on sustainability related risks and opportunities.

Our strategic objectives defined in 2021 were:

- Resilience to sustainability related risks
- Opportunities related to sustainability
- Plans for combatting climate change
- Consideration of stakeholders' interests and impacts on sustainability
- Our implementation of our sustainability strategy

OUR RESILIENCE TO SUSTAINABILITY RELATED RISKS

To identify, prevent, or mitigate sustainability related risks we have established our sustainability risk management system, which enables us to stay vigilant towards any sustainability related risks that we may face moving forward. Please refer to point 6 below for further description of the management system.

OUR OPPORTUNITIES RELATED TO SUSTAINABILITY

We consider ourselves as important enablers for the fulfilment of two key elements of social sustainability, the right to participate in cultural life and the right to leisure. More than 15,000,000 people visit our venues every year. In addition, we actively address key elements of sustainability through three flagship initiatives:

Flagship initiative 1: EMPLOYEE WELLBEING AND MEANING

Employee wellbeing and meaning are at the heart of REKOM and are a must-win battle to unleash the full potential

of the company, short and long-term. In addition to this, working conditions remain a key societal challenge and REKOM aims to set an industry example on this issue. Therefore, meaningfulness is measured for all employees across all venues and departments, and the survey results are evaluated structurally to ensure engagement and meaningfulness continuously improve across REKOM.

REKOM employees have the highest sense of belonging in the hospitality industry: 84% versus 69% (or 4.18 versus 3.47)

Flagship initiative 2: HEALTH

We recognise that serving alcohol comes with a responsibility. We only serve to adults and have strict procedures in place to ensure that marketing activities follow the prevailing regulations in the markets in which we operate. We are fully committed to a zero-tolerance policy when it comes to underage drinking and are actively pursuing a minimum age of 18 to buy alcohol in Denmark. In addition, REKOM continues to explore ways in which to introduce a wider range of non-alcoholic drinks to our menus ensuring we can always offer quality alternatives for alcoholic beverages.

Flagship initiative 3: EDUCATION

We invest heavily in training and the formal education of our employees. Via REKOM Campus all REKOM employees go through mandatory tutorials covering our foundation, service level as well

as health and safety issues. Beginning their first shift training also covers job and services. The framework structure for training on the job peer-to-peer training shifts, participative meetings, promotion, sales safety (both employees and customers), fire exits, confidentiality, responsible drinking, including the speech at sales and product knowledge and onboarding, and REKOM policies.

We see a huge potential in leadership talent within and such talent has a high impact on the business. Impacts on society are recognized and developed competencies outside the well. We have made agreements with accredited educational institutions. REKOM values talents who receive ECOPoints for education and later start

Our plans to combat climate change are: REKOM fully recognizes the need for our society of transition to net-zero emissions. Our CO2-emissions are directly impacted by the electricity usage. Our fourth flagship initiative is to reduce our climate change.

Flagship initiative 4: SUSTAINABLE ENERGY CONSUMPTION
 In 2022 REKOM switched to green electricity supply at all our venues in the Nordics. This means that from 2023 all electricity will be certified as coming from renewable energy sources.

Our consideration of stakeholders interests and impacts on sustainability
 We fully understand and appreciate the need to constantly calibrate how our business impacts sustainability and how we take into consideration our stakeholders' interests. We do this through meaningfully engaging impacted stakeholders in our due diligence processes in line with UNGPs/OECD as well as local requirements. Please refer to point 2 below for a further description of the management system.

In addition, our fifth Flagship initiative addresses engagement with some key stakeholders:

Flagship initiative 5: COMMUNITY RELATIONS

We recognize that our business has an impact on our surroundings. Thus we always aim to improve the communities in which we operate. We seek a constructive dialogue with local communities and local authorities on how our operations can become a strong, contributing partner, in developing the leisure and experience economy in the cities in which we operate. We also collaborate actively with the authorities and other organisations to help make the nightlife of our cities an even safer space for our guests to be who they are. This includes close cooperation with both local police and other local stakeholders.

Our Implementation of our sustainability strategy
 In addition to building REKOM's firm foundation of responsible business conduct in alignment with the UNGPs/OECD,

we, in 2021, conducted a traditional materiality assessment as part of forming our Environmental, Social and Governance (ESG) strategy, informing us what topics are relevant to sustainability that some key stakeholders view as important to us.

We compared the findings to the topics most relevant to our business and identified the main areas for our strategic ESG focus. We identified 5 areas where we wish to strategically contribute to sustainable development. These areas cover:

- Safety and security,
- Responsible drinking,
- Our people and workplace,
- Responsible business, and
- Community relations

The principles-based approach to ESG which adheres to the design developed by UNGPs/OECD in 2021 enables us, through the due diligence processes, to identify all our risks of material impacts on social, environmental, or economic sustainability.

Consequently, we apply a double-materiality approach to our ESG work, as defined by the EU.

TOP MANAGEMENT ROLE AND THEIR ACCESS TO EXPERTISE AND SKILLS ON SUSTAINABILITY

The REKOM Board of Directors and Executive Management Team are all involved in and take responsibility for the work on sustainability. REKOM top management continues to develop capacity in understanding and addressing sustainability, hereunder by adopting policies, establishing management systems, and reporting on performance, enabling continuous improvements on sustainability.

REKOM makes use of the cloud-based platform, csCloud.com, that contains information to support and document proper implementation of sustainable due diligence

processes in alignment with the UNGPs/OECD, the standard for responsible business conduct that forms the basis for existing and emerging EU regulation on corporate sustainability.

Policies on sustainability

In 2018 our REKOM Board of Directors adopted our overall Sustainability Policy, that was updated in 2022 and will be published on our webpage in 2023 (refer to KPI tables). Other relevant policies and procedures related to our work on sustainability can be found on our homepage covering Code of Conduct for Business Relationships, Terms and Conditions - Bookings (UK market), Cookie Policy, Modern Slavery Statement, Terms and Conditions - for the supply of goods and services (UK market), Privacy Policies for all markets, and Website Terms of Use.

Incentive schemes to top management linked to sustainability.

All full-time employees in managerial positions, i.e., venue- and regional managers and above, take part in our bonus systems; 50% of the bonus is dependent on the results of our biannual well-being survey; the so-called MQ meaningfulness survey.

Realization of sustainability targets, including GHG for 2022

Part of REKOM's regular impact assessments forming the due diligence process, please see section 2 below, consists of tracking effectiveness of our actions to prevent or mitigate adverse impacts where we identified risks. The indicators are different from the Key Performance Indicators (KPIs), which assist REKOM in providing our stakeholders with an overall impression of our progress.

In addition, connected to our strategic ESG initiatives, we measure our overall performance on environment, social and governance related issues:



KPI	STATUS
Approved policy commitments (approval by Board of Directors)	🟢
Approved Code of Conduct for Business Relationships (approval by executive management)	🟢
Approved Code of Conduct for Employees (in alignment with the UNGP/OECD practices)	🟢
First impact assessments conducted for UK operations (in alignment with the UNGP/OECD practices)	🟢
Re-assessments done for Danish operations	🟢
Finalized review of options to optimize existing grievance mechanisms	🟢

Sustainability targets, including GHG for 2023
 Policy commitment made public on webpage
 Code of Conduct for Business Relationships made public on webpage
 Code of Conduct for Employees made public on webpage
 First impact assessments conducted for UK operations (in alignment with the UNGP/OECD practices)
 Re-assessments done for Danish operations
 Grievance mechanisms introduced to far access by impacted stakeholders

Environment	STATUS
During 2022 REKOM will implement a switch to green electricity at all Nordic venues	🟢
Clean city initiatives for cleaner streets near venues	🟢

Environment
 As of 2023 all electricity supplied to REKOM's venues in the Nordics certified from renewable energy sources
 Number of complaints or public allegations from local authorities, journals, or others on lacking waste management

Social	STATUS
REKOM will conduct Meaningfulness Survey for all employees and 360° leadership assessments for all leaders	🟢
REKOM will continue to focus on and invest in internal education, certifications, and policies for all employees via REKOM Campus - 1691 new employees went through frontline training	🟢

Social
 REKOM will conduct Meaningfulness Survey for all employees or assessments for all leaders
 Number of new employees who have gone through the frontline programme within 6 months after employment
 Number of incident reports (accidents or injuries)
 Grievance mechanism established through new and old solution

Governance	STATUS
REKOM has zero tolerance for underage drinking at our venues and are working actively for the introduction of a minimum age of 18 years to be allowed to buy alcohol in Denmark - including the retail sector	🟢
REKOM will continue to focus on ensuring diversity and a fair nightlife without discrimination in line with our commitments to the 'Charter for a fair nightlife without discrimination', a result of collaboration in REGA	🟢

Governance
 (See also KPIs concerning the implementation of the management system)
 Number of incident reports (accidents or injuries)

🟡 Up 🟢 Neutral 🟠 Down

1. REKOM decided to apply the cloud-based platform csCloud.com for the ongoing sustainability due diligence process in REKOM. First impact assessments for all markets, Finland, Norway, and the UK, were prepared in 2022 and this KPI will be reported for 2023.



2. SUSTAINABILITY DUE DILIGENCE

Sustainability due diligence process
 REKOM conducts annual impact assessments covering all key areas under sustainable development. Our assessments are conducted with assistance of subject experts. In 2023 we will develop one set of representative impact assessments for every country in which we are present. Our current assessments cover our Danish activities. We have identified risks of adverse impacts in relation to 22 of 48 human rights, 5 of 20 environmental areas, and 5 of 16 economic areas.

We assess both severe and non-severe human rights impacts. The purpose of human rights due diligence is to identify and manage risks of impacts before they escalate to severe impacts. For most identified risks, we found that we were already managing them well, i.e. acting to avoid that they turn into actual, or even severe, impacts. Where we identify that we have no risks, we will describe why we reached this conclusion.

In 2022 we prepared our Code of Conduct for Employees (CoCE) which will inform our employees in greater detail of their responsibility to assist us in meeting our responsibility. The CoCE will direct attention to the risks we identified and encourage employees to inform us if they identify risks of impacts that we may have missed.

Principal actual/potential adverse impacts in own operations and value chain, actions to identify/monitor those impacts
 Our due diligence efforts for 2022 cover the Danish operations only. We identified risks of adverse impacts on 22 of 48 human rights, of which 6 risks are related to principal impacts (i.e., risks of 'severe' impacts). The 6 risk areas are:

- Right to non-discrimination
- Right to work (training, contract, termination) - vocational training
- Right to safe and healthy working conditions
- Right to health
- Right not to be subjected to degrading treatment
- Right to privacy

In our environmental due diligence, we identify risks of principal (significant) impacts only. The 5 of 20 environmental areas are:

- Water consumption
- Use of energy
- Use of ozone depleting substances or Persistent Organic Pollutants
- Noise emissions and light emissions
- Waste management of solid waste

Like our environmental due diligence, our economic due diligence identify risks of principal (significant) impacts only. The 5 of 16 economic areas are:

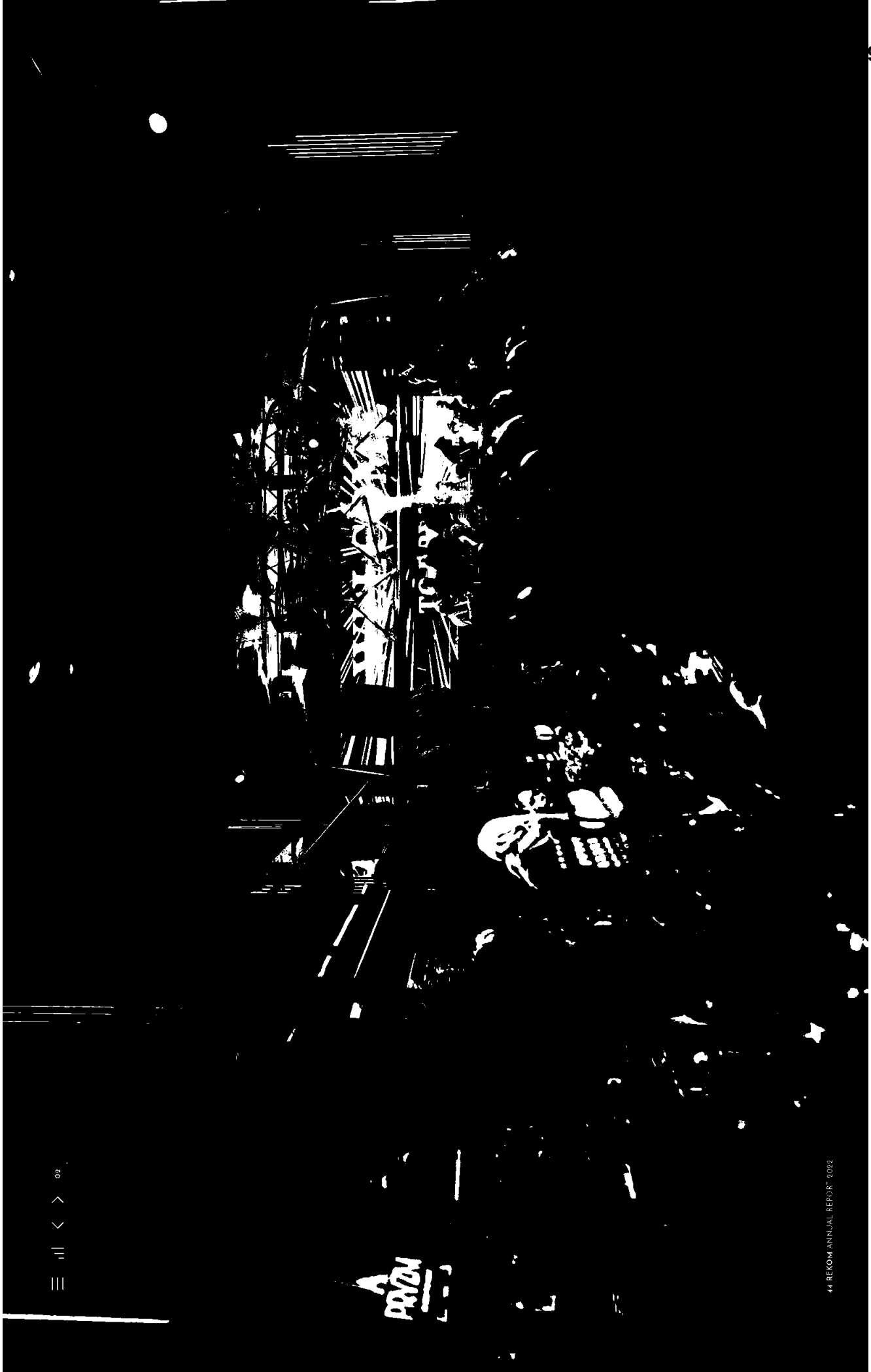
- Bribes to or corruption of individuals or entities

- Political contributions, donations, and sponsorship of undue expectation of undue
- Offering or accepting stated value (approve)
- Abstain from cronies (conflicts of interest)
- Clearly define job duties, skills, qualifications, a

Our due diligence management ensures that these risks, severe human rights risks in a transparent manner, stakeholders and business can receive access to our operational level impact request and are required OECD. The impact assessment we followed indicators to monitor effort not exceeding one year. from its business relationship manage the risks of impact

Actions taken to prevent remediate, or bring an potential adverse impact of such actions
 Accounting all our activities or mitigate potential adverse impacts we

remedy activities are too extensive for annual As mentioned above, impact and business relationships request; gain access to our assessments in all three



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Governance



BOARD OF DIRECTORS

Following CataCap's acquisition of REKOM in May 2018, a new Board of Directors was established. The Board currently comprises 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 2023 and going forward is to have at least one more woman in the board. Should the current board composition or mix of board profiles be up for revision, we will revisit the target. As of 31 December 2022, the overall board composition is 16% women (1/6), thus reaching our previous target. Target is set so women on the board must constitute 20% by end 2023.

REKOM KPIS FOR 2022 WERE:

- Approval by Board of Directors of our updated Policy Commitment (achieved)
- Approval by executive management of Code of Conduct for Business Relationships (achieved)
- Approval by executive management of Code of Conduct for Employees (achieved)
- First impact assessments in alignment with the UNGPs/OECD conducted for Finnish operations (assessments prepared in 2022 for execution in 2023)
- First impact assessments in alignment with the UNGPs/OECD conducted for Norwegian operations (assessments prepared in 2022 for execution in 2023)
- First impact assessments in alignment with the UNGPs/OECD conducted for UK operations (assessments prepared in 2022 for execution in 2023)
- Annual re-assessments carried through for REKOM Group and Danish operations (re-assessment carried out)
- Review of options to optimize existing grievance mechanisms or create other avenues in alignment with the UNGPs (solution for grievance mechanisms prepared)

REKOM KPIS FOR 2023:

- Policy Commitment communicated publicly through website
- Code of Conduct for Employees communicated publicly through website and to employees
- Assessments in alignment with the UNGPs/OECD conducted for Finnish operations
- Assessments in alignment with the UNGPs/OECD conducted for Norwegian operations
- Assessments in alignment with the UNGPs/OECD conducted for UK operations
- Re-assessments in alignment with the UNGPs/OECD carried through for Danish operations
- Grievance mechanisms established

Data ethics 2022

REKOM creates, withholds, and applies a wide range of data across its business. These data include various aspects of data about our Guests, our employees, and metrics such as geolocation and personal information combined with behavioural data. REKOM commits to the national and EU legal rules and regulations on data usage and storage as part of its operating model and ensures that its Internal Security and Governance Policy is at all times updated and reflected in the system landscape and applications in use or supporting its business.

DATA GOVERNANCE
REKOM IT is responsible for the governance, security and policies of all applications developed and owned and all tech contracts being 3rd party vendors to REKOM Group. The department is in the direct responsibility line of the Executive Management and undergoes an annual audit. Together with the Group Legal department, the department ensures incorporation of applicable data regulatory requirements across the system landscape and the associated data ethics. REKOM IT is responsible for ensuring the monitoring and reporting of any data ethic issues and reporting identified issues to the corresponding managerial levels within REKOM.

DATA USAGE
REKOM manages and/or processes the following data

GUEST DATA
Information on the guest based on their sign up to our Services and Subscriptions or other similar engagement. Data on their age, empirical data of product purchases and preferred locations based on identifiable activity. All data is solely in use based on consent attained either through the NightPay application, REKOM operated websites or 3rd party Services.

PEOPLE & CULTURE
DATA Personal data defined as salary information of all Front-Liners (part-time employees). Data is collected within the REKOM solution CAMPUS and the REKOM designed and build Identity and Access Management platform. All data is tokenized and as such encrypted as part of the onboarding process and is deactivated as part of the leaving process.

OTHER REGULAR/CONTRACTUAL DATA
Financial data processed for Operational purpose such as KPI metrics, budgeting and controlling. Data is generated via Point of Sale solutions and 3rd party vendors. All Technology vendors must comply to the REKOM IT set of security and compliance policies.

USE OF NEW TECHNOLOGIES
All REKOM governed and owned systems are developed to support, expand and grow as part of the REKOM strategy. The processes running across REKOM departments committed to usage of data are enabled by new technology of algorithms and automation. As REKOM matures the expectation is to enable the underlying technology stack and by that transform data into artificial Intelligence, robotics and machine learning in order to support a data-driven growth of REKOM.

USE OF PERSONAL DATA REKOM IT
is committed to secure and protect all personal data of both employees and guests across the data platforms and systems. Examples are guest engagement via mail, text, or push notifications.

Management structure and governance

The overall responsibility and strategic management of REKOM lies with the Board of Directors (BoD), which is appointed by the shareholders. The BoD has appointed the Executive Management Team to handle the day-to-day management of the company.

MANAGEMENT STRUCTURE

In accordance with Danish regulation REKOM has a two-stringed management which consists of the BoD and the Executive Management Team. The division of responsibilities between BoD and Executive Management is described in the rules of procedure of the Board of Directors and in the associated instructions. The Board of Directors meets according to a set schedule at least 4 times a year. In addition, monthly Chairmanship meetings are held, and an annual strategy meeting is also held to determine REKOM's vision, goals, and strategy.

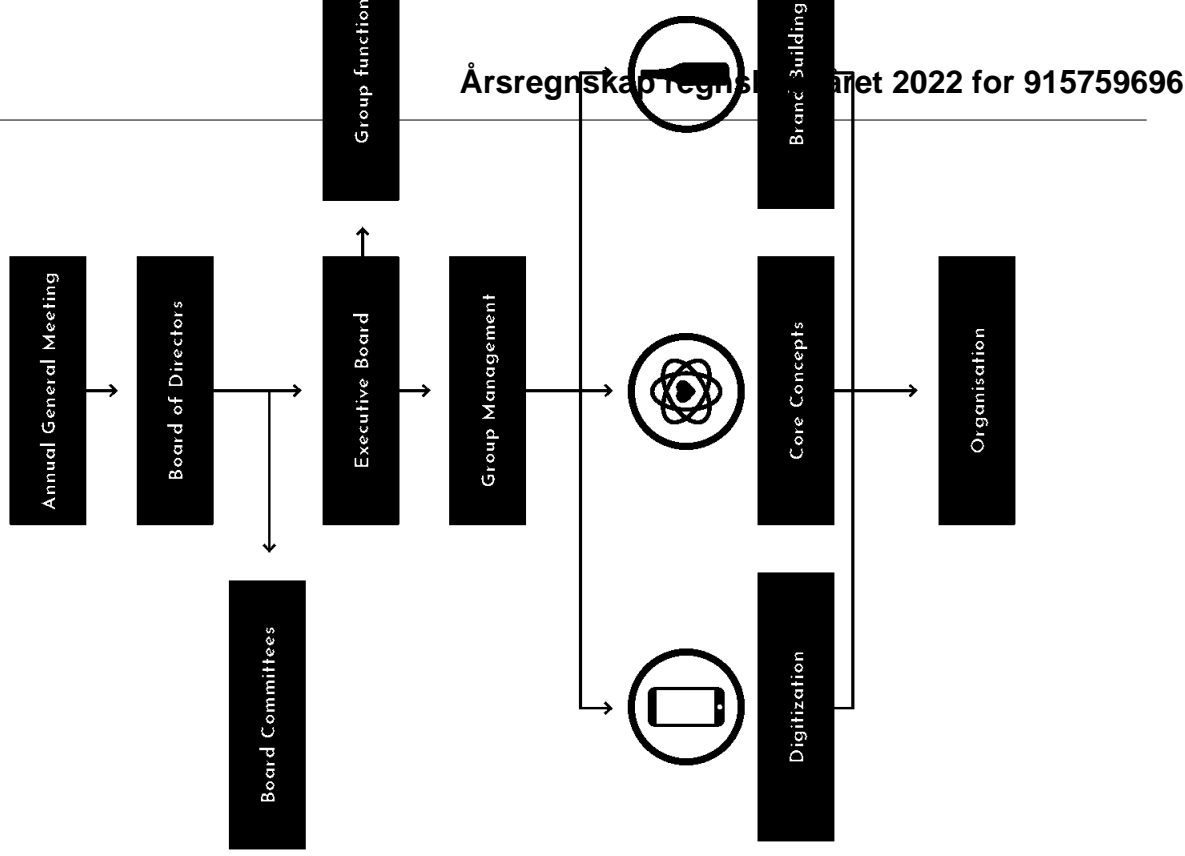
GOVERNANCE

In order to provide transparency REKOM follows the industry association "Aktive Ejere" (formerly "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 Chairmanship 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.



Executive Management



ADAM FALBERT
Chief Executive Officer



JONATHAN GRUMME
Chief Operating Officer

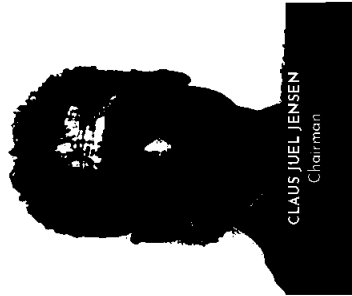


JESPER SCHALTZ
Chief Financial Officer



LARS MEJLGAARD
Chief Commercial Officer

Board of Directors



CLAUS JUEL JENSEN
Chairman



VILHELM HAHN-PETERSEN
Deputy Chairman



MORTEN ALBÆK
Member



RASMUS LOKVIG
Member



SOPHIE LOUISE KNAUER
Member



ADAM NEDERBY
Member

Nominated by	Selected other management duties	Member of Chairmanship
CataCap	Tenax Sid A/S Chairman T. Hansen Gruppen A/S Chairman Europrit Stores ASA Board Member Geia Food A/S Board Member	X
CataCap	DAFA Group A/S Deputy Chairman of the Board Airhelp Limited Board Member TP Aerospace Holding A/S Board Member Catacap Management A/S Executive Management	X
CataCap	Designskolen Kolding Chairman Joe & The Juice A/S Board Member AART Architects A/S Board Member Mercurius International Board Member	
CataCap	CC Globe Holding II A/S Deputy Chairman of the Board Group Online A/S Deputy Chairman of the Board CC Toaster Invest ApS Executive Management MNGT4 RL ApS Executive Management	
CataCap	Solar A/S Board Member CC Globe Holding II A/S Board Member SKAKO A/S Board Member Ferm Living ApS Board Member	
REKOM Management	REKOM RAD ApS Board Member Nightside ApS Board Member MOKE Ejendomme Board Member CC Midsø NEW Holding Board Member	X



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Financial statements

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Consolidated Financial Statements

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CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2022

IN THOUSANDS DKK	NOTES	2022	2021
Revenue	4	2,200,299	1,150,390
Costs of goods sold		-427,279	-212,725
Other external expenses		-561,218	-310,504
Staff costs	5	-775,150	-504,297
Other operating income	6	66,767	246,152
Operating profit before depreciation, amortisation (EBITDA) and special items		503,419	369,016
Depreciation, amortisation and impairment	7	-255,791	-209,390
Operating profit before interest, tax (EBIT) and special items		247,628	159,626
Special items	8	-34,237	-16,010
Financial income	9	5,766	6,331
Financial expenses	9	-198,312	-169,741
Profit before tax		20,845	-19,794
Tax for the year	10	-41,161	-7,096
Loss for the year		-20,316	-26,890
Total loss for the year is attributable to:			
Owners of Rekom Group Holding		-21,426	-28,669
Non-controlling interests		1,110	1,779
		-20,316	-26,890

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2022

IN THOUSANDS DKK	NOTES	2022
Loss for the year		-20,316
Other comprehensive income		
Items that may be reclassified to profit or loss		-
Exchange differences on translation of foreign operations		-3,182
Other comprehensive income for the year, net of tax		-3,182
Total comprehensive income for the year		-23,498
Total comprehensive income for the year is attributable to:		
Owners of Rekom Group Holding ApS		-24,168
Non-controlling interests		670
		-23,498

CONSOLIDATED BALANCE SHEET

As at 31 December 2022

IN THOUSANDS DKK	2022	2021
Assets		
Non-current assets		
Goodwill	841,427	818,678
Acquired licenses	126,221	122,655
Acquired brands	75,898	83,357
Patents	1,210	327
Completed development projects	22,032	13,287
Development projects in progress	17,427	7,252
Intangible assets	1,084,215	1,045,536
Land and buildings	1,514	1,502
Other fixtures and fittings, tools and equipment	147,716	71,328
Leasehold improvements	311,220	230,899
Property, plant and equipment in progress	21,141	33,903
Property, plant and equipment	481,591	337,832
Right-of-use assets	1,023,885	886,508
Deferred tax assets	18,947	13,253
Investments in associates	2,242	943
Deposits	38,001	29,456
Total non-current assets	2,648,881	2,313,528
Current assets		
Inventories	48,071	46,590
Trade receivables	34,761	10,845
Receivables from group enterprises	2,019	3,953
Receivables from associates	3,203	0
Income tax receivables	0	709
Prepayments	21,248	32,768
Other receivables	34,627	48,455
Cash and cash equivalents	196,836	396,045
Total current assets	340,765	539,363
Total assets	2,989,646	2,852,891

CONSOLIDATED BALANCE SHEET

As at 31 December 2022

IN THOUSANDS DKK	2022	NOTES
Equity		
Share capital	18,425	20
Share premium	562,101	
Reserve for treasury shares	-17,745	21
Foreign currency translation reserve	-2,193	
Retained earnings	-220,693	
Capital and reserves attributable to owners of Rekom Group Holding ApS	339,895	
Non-controlling interests	20,546	
Total equity	360,441	
Liabilities		
Non-current liabilities		
Vendor loans	186,569	17
Borrowings	810,458	17
Lease liabilities	903,504	15
Deferred tax liabilities	0	
Other liabilities	11,821	11
Payables to group enterprises	0	
Total non-current liabilities	1,937,305	
Current liabilities		
Borrowings	171,317	17
Lease liabilities	151,000	15
Trade payables	117,978	
Prepayments received	7,394	
Income tax liabilities	22,480	10, 11
Other liabilities	221,831	
Total current liabilities	691,900	
Total liabilities	2,629,205	
Total liabilities and equity	2,989,646	

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2022

IN THOUSANDS DKK	SHARE CAPITAL	SHARE PREMIUM	RESERVE FOR TREASURY SHARES	FOREIGN CURRENCY TRANSLATION RESERVE	RETAINED EARNINGS	NON-CONTROLLING INTERESTS	TOTAL EQUITY
As at 1 January 2022	17,635	530,684	-16,075	549	-913,837	35,772	354,728
Loss for the period	0	0	0	0	-21,426	1,110	-20,316
Other comprehensive income	0	0	0	-2,742	0	-440	-3,182
Total comprehensive income	0	0	0	-2,742	-21,426	670	-23,498
Dividends	0	0	0	0	0	-1,325	-1,325
Capital increase	790	31,417	0	0	0	0	32,206
Purchase of treasury shares	0	0	693	0	0	0	693
Sale of treasury shares	0	0	-2,363	0	0	0	-2,363
Transactions with non-controlling interests	0	0	0	0	14,570	-14,570	0
Transactions with owners in their capacity as owners	790	31,417	-1,670	0	14,570	-15,896	29,211
As at 31 December 2022	18,425	562,101	-17,745	-2,193	-290,693	90,546	360,441

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2021

IN THOUSANDS DKK	SHARE CAPITAL	SHARE PREMIUM	RESERVE FOR TREASURY SHARES	FOREIGN CURRENCY TRANSLATION RESERVE	RETAINED EARNINGS	NON-CONTROLLING INTERESTS	TOTAL EQUITY
As at 1 January 2021	6,059	311,661	-15,118	8,323	-185,168	16,902	142,659
Profit for the period	0	0	0	0	-28,669	1,779	-26,890
Other comprehensive income	0	0	0	-7,774	0	-466	-7,308
Total comprehensive income	0	0	0	-7,774	-28,669	2,245	-34,196
Non-controlling interests on acquisition of subsidiary	0	0	0	0	0	17,525	17,525
Dividends	0	0	0	0	0	-900	-900
Conversion of loans	2,839	149,360	0	0	0	0	152,199
Capital increase	8,737	69,663	0	0	0	0	78,400
Purchase of treasury shares	0	0	-4,616	0	0	0	-4,616
Sale of treasury shares	0	0	3,659	0	0	0	3,659
Transactions with owners in their capacity as owners	11,576	219,023	-957	0	0	16,625	246,267
As at 31 December 2021	17,635	530,684	-16,075	549	-213,837	35,772	354,728

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2022

IN THOUSANDS DKK	2021	2022	NOTES
Cash flows from operating activities			
Operating profit before depreciation, amortisation and special items (EBITDA)	369,016	503,419	
Changes in net working capital	245,666	1,780	19
Cash flows from operating activities before special items, financials and tax	614,682	505,199	
Special items	-16,010	-34,237	8
Interest received	5,388	4,927	
Interest paid	-161,447	-198,831	
Income taxes paid	-930	-11,644	
Cash flow from operating activities (CFFO)	441,683	265,414	
Cash flows from investing activities			
Payment for acquisition of subsidiaries, net of cash acquired	-41,587	-78,077	25
Payments for intangible assets	-15,612	-24,131	13
Proceeds from the sale of intangible assets	1,667	0	
Payments for property, plant and equipment	-101,724	-206,825	14
Proceeds from the sale of property, plant and equipment	50,122	-144	
Payments for right-of-use assets	-13,457	-11,376	
Payments for deposits	-13,268	-9,657	
Cash flow from investing activities (CFFI)	-133,859	-330,210	
Free cash flow (FCF)	307,824	-64,796	
Cash flows from financing activities			
Repayment of borrowings	-103,968	-45,942	17
Proceeds from borrowings	139,510	52,725	17
Repayment of lease liabilities	-96,716	-151,304	15
Proceeds from group enterprises	-303	1,269	
Repayment of group enterprises	3,343	-6,516	
Dividends paid to non-controlling interests in subsidiaries	-900	-1,325	
Equity shareholder increase	78,400	32,206	19
Purchase of own shares	-957	-1,671	
Other adjustments	2,322	-4,604	
Cash flow from financing activities (CFFF)	20,931	-125,162	
Changes in cash and cash equivalents	328,755	-189,958	
Cash and cash equivalents at the beginning of the financial year	63,881	396,045	18
Effects of exchange rate changes on cash and cash equivalents	3,409	-9,251	
Cash and cash equivalents at end of year	396,045	196,836	

ADJUSTED FREE CASH FLOW

For the year ended 31 December 2022

IN THOUSANDS DKK	2022	NOTES
Free cash flow	-64,796	
Net acquisition of subsidiaries and activities	235,569	
Special items	34,237	
Repayment of lease liabilities (IFRS 16 reversed)	-151,304	
Adjusted free cash flow	53,703	

Adjusted free cash flow comprises of free cash flow adjusted for payments for acquisition of subsidiaries and activities including property, plant & equipment to bring the acquisition to the desired state before operations commences, lease liability repayments, lease liabilities and special items.

Notes to the Consolidated Financial Statements

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NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of Rekom Group Holding ApS and its subsidiaries (the group) for the year ended 31 December 2022 has been approved by the Board of Directors at its meeting on 23 February 2023 and will be presented to the shareholders of Rekom Group Holding ApS for approval on the annual general meeting.

The significant accounting policies adopted in the preparation of these consolidated financial statements are stated in this note as well as below in the relevant notes. These policies have been consistently applied to all the years presented.

The consolidated financial statements are for the group consisting of Rekom Group Holding ApS and its subsidiaries.

Basis of preparation

The consolidated financial statements of the group have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU as well as additional Danish disclosure requirements applying to entities of reporting class C for large enterprises.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value.

The consolidated financial statements are presented in Danish Kroner (DKK) and all values are rounded to the nearest thousand, except when otherwise indicated.

PRINCIPLES OF CONSOLIDATION

Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity where the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

FOREIGN CURRENCY TRANSLATION

Functional and presentation currency

Items included in the financial statements of each of the group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in Danish Kroner (DKK), which is Rekom Group Holding ApS' functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they are attributable to part of the net investment in a foreign operation.

The results and financial position of foreign operations that have a functional currency different from Danish Kroner are translated into Danish Kroner as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates, and

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

- all resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

Change in accounting policy

The Group has changed its policy for accounting for investments in associates. The Group has adopted the equity method instead of measuring at cost. The Group acquired its first associate in 2021. An amount of DKK 943 thousands have been recognized as revaluation of associates under Financial Income, decreasing the loss for the year of 2021 from DKK 27,853 millions to DKK 26,890 millions. Equity as at 31 December 2021 was increased from DKK 353,785 millions to DKK 354,728 millions. Total assets as at 31 December 2021 was increased from DKK 2,651,948 millions to DKK 2,852,891 millions.

Foreign currency translation reserve

Exchange differences arising on translation of the parent company and of foreign controlled entities into DKK, are recognised in other comprehensive income and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed of.

Mergers involving entities under common control

As part of the group reorganisation carried out in 2021, the UK business activities, which was externally acquired in December 2020 was legally merged into the Group. As the merger involved entities within common control, the Group has chosen an accounting policy to account for the transaction by applying predecessor accounting.

Cost of goods sold

Costs of goods sold comprise costs regarding goods directly associated to achieve revenue for the year.

Other external expenses
Other external expenses comprise of expenses for marketing, other premises cost, promotion, travelling as well as of administrative expenses.

Inventories

Inventories are measured at the lower of cost and net under the FIFO method. The net realisable value of inventories calculated at the amount expected to be generated by inventories in the process of normal operations with deductions.

Other receivables

Other receivables comprise government compensation, contributions and deposits.

Prepayments

Prepayments comprise prepaid expenses concerning insurance premiums and subscriptions.

Key figures

The financial ratios have been calculated in accordance with recommendations of the Association of Danish Financial Institutions. Please see section for key definitions and terms.

New standards and interpretations not adopted

Certain new accounting standards, amendments to accounting standards and interpretations that are not mandatory for 31 December 2022 reporting periods have not been adopted by the group. These standards, amendments or interpretations are expected to have a material impact on the group in the reporting periods and on foreseeable future transactions.

NOTE 2 SIGNIFICANT ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the group's accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be wrong. Detailed information about each of these estimates and judgements is included in other notes together with information

about the basis of calculation for each affected line item in the financial statements.

Significant estimates made relate to:

- Recognition of government compensation (note 6)
- Recognition of special items (note 6)
- Recognition of deferred tax assets (note 11)
- Determination of lease term (note 15)
- Impairment of goodwill (note 16)
- Business combinations (note 25)

NOTE 3 GOING CONCERN

REKOM delivered strong results in 2022 and had a record high revenue and EBITDA. In 2022, all markets showed strong growth compared to 2021.

REKOM UK has a strong financial position at year end. In beginning of 2023 management secured DKK 175M in new external financing. Some was used to pay existing debt facilities and the rest is planned to fund further growth in UK. The risk of liquidity shortage in Rekom UK is considered low. The new financing facility has certain restrictions and covenants attached but Management is confident that Rekom UK will comply with all restrictions and covenants in the loan agreement.

Rekom Nordic has also a reasonable financial position at year end. Expectations for 2023 are positive and the overall risk for Rekom Nordics breaching its bank covenants are low. Management has secured additional funding of DKK 40M (Vendor Loan) in February 2023 from shareholders. Management has faith in REKOM NORDICS performing

according to the Board approved budget for 2023, but has also prepared contingency plans in case of negative budget deviation. In all scenarios, Management is confident that Rekom Nordics will comply with covenants in loan agreements.

The finance agreement of REKOM NORDICS has covenants that are sensitive to and depending on REKOM NORDICS performance on EBITDA and liquidity. In the management prepared scenarios there are assumptions on expectations to revenue, consumer behavior, costs, rents, wages and capex etc. Management does not expect any COVID-19 related restrictions during 2023.

Management assesses therefore that REKOM have sufficient liquidity and capital resources to continue their operations throughout 2023. Management therefore submits the annual report for 2022 on the assessment of going concern.

NOTE 4 REVENUE

Disaggregation of revenue from contracts with customers

Revenue from external customers relate to the sale of goods on a retail basis and is recognized at a point in time and is derived in geographical regions:

2022	DENMARK	NORWAY	FINLAND	UK
Revenue	750,579	474,560	145,803	899,357

2021

IN THOUSANDS DKK	DENMARK	NORWAY	FINLAND	UK
Revenue	337,974	182,934	71,598	557,884

ACCOUNTING POLICY

The group operates chains of nightclubs and bars selling goods to customers. Revenue from the sale of goods is recognised when a group entity sells a good to the customer.

Payment of the transaction price is due immediately with delivery.

NOTE 5 STAFF COSTS

IN THOUSANDS DKK	9022
Wages and salaries	695,419
Pension cost, defined contribution plans	14,012
Other social security costs	33,992
Other staff costs	31,727
	775,150
Average number of employees	1,763

Key management personnel compensation

Key management personnel consists of the Executive Board and the Board of Directors. The compensation paid or payable to key personnel for employee services is shown below:

NOTE 5 STAFF COSTS (CONTINUED)

IN THOUSANDS DKK	2022	2021
Executive Board and Board of Directors		
Wages and salaries	1,616	1,626
Defined contribution plans	74	72
Other social security costs	0	3
Total	1,690	1,701

Remuneration to the Executive Board has not been separately disclosed in accordance with section 98 B(3) of the Danish Financial Statements Act.

ACCOUNTING POLICY

Staff expenses comprise direct wages and salaries, remuneration, pension costs etc.

For defined contribution plans, the group pays contributions to publicly

or privately administered pension insurance plans on a voluntary basis. The group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

NOTE 6 OTHER OPERATING INCOME

Government compensation is comprised of compensation of costs, salaries or losses already incurred and recognized. All government compensations are related to COVID-19.

2022	NORDICS	UK	TOTAL
IN THOUSANDS DKK			
Government compensation	58,092	3,016	61,108
Other income	5,659	0	5,659
Total other operating income	63,751	3,016	66,767

2021

IN THOUSANDS DKK	NORDICS	UK	TOTAL
IN THOUSANDS DKK			
Government compensation	192,764	53,388	246,152
Total other operating income	192,764	53,388	246,152

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NOTE 6 OTHER OPERATING INCOME (CONTINUED)

ACCOUNTING POLICY

Compensations from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions. When intended to compensate, are expensed.

the grant relates to an expense item, it is recognised on a systematic basis over the periods that the related costs intended to compensate, are expensed.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Government compensation is recognized when there is reasonable assurance that the support will be received. Government compensation for costs, salaries or losses incurred and recognized

without resulting in further future costs, salaries or losses recognized in the income statement as other operating period where the compensation is granted.

NOTE 7 DEPRECIATION, AMORTISATION AND IMPAIRMENT

IN THOUSANDS DKK

Depreciation of property, plant and equipment	60,124	30,922
Depreciation of right-of-use assets	166,743	166,743
Amortisation of intangible assets	21,932	21,932
Gain and loss on disposal	144	144
Depreciation and amortisation	248,943	248,943
Impairment of property, plant and equipment	1,384	1,384
Impairment of right-of-use assets	0	0
Impairment of intangible assets	5,464	5,464
Impairment	6,848	6,848
Total depreciation, amortisation and impairment	255,791	255,791

NOTE 10 INCOME TAX EXPENSE (CONTINUED)

IN THOUSANDS DKK	2022	2021
Profit before taxes	20,845	-20,737
Reconciliation of effective tax rate		
Tax at the Danish tax rate of 22% (2020: 22%)	-4,586	4,562
Impact of foreign tax rates on the tax rate	-1,407	1,339
	-5,993	5,901
Tax effects of amounts which are not deductible (taxable)		
Non-deductible expenses incl. interest deduction limitations	-22,519	-17,435
Non-taxable income	747	734
Other timing differences	-2,512	4,211
Adjustments for current tax of prior periods	-10,884	-507
	-35,168	-12,997
Income tax expense	-41,161	-7,096

ACCOUNTING POLICY

The income tax expense or credit for the period is the tax payable on the current period's taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill.

Deferred tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred tax liability is settled.

NOTE 11 DEFERRED TAX

IN THOUSANDS DKK	2022
Deferred tax at the beginning of period	-11,174
Deferred tax recognised in the statement of profit or loss	-12,175
Deferred tax recognised from business combinations	-660
Adjustments for deferred tax of prior periods	3,524
Adjustments to deferred tax classification	14,098
Deferred tax recognised directly in equity	0
Exchange adjustment	383
	-6,006
Deferred tax at year end	-6,006
Deferred tax relates to:	
Intangible assets	-40,493
Property, plant and equipment	-9,471
Right-of-use assets	6,861
Other assets	1,042
Other liabilities	7,147
Tax losses carried forward	28,908
Total	-6,006
Of which presented as deferred tax assets	18,947
Of which presented as deferred tax liabilities	-24,953
Deferred tax at 31 December	-6,006
Deferred tax asset not recognised in the balance sheet	4,322

NOTE 11 DEFERRED TAX (CONTINUED)

ACCOUNTING POLICY

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Recognition of deferred tax assets
The deferred tax assets include an amount of DKK 28.9 million (DKK 30.3 million in 2021) which relates to carried-forward tax losses. The group has concluded that the deferred assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets. The losses can be carried forward indefinitely and have no expiry date.

In line with the requirements in IAS 12, the deferred tax assets and liabilities are offset as they have a legal right to set off and relate to income tax with the same taxation authority.

The recognised tax assets that relates to tax losses carried forward, which is the result of previous years taxable income, have all occurred after the beginning of the COVID-19 pandemic. Management assess the pandemic to be a very rare incident and as such an anomaly.

legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

In connection with the assessment of the utilisation of the tax assets, special emphasis has been placed on this assessment, and the fact that all tax losses carry forward are in markets, where the group now is well established and these operations are expected to generate positive results going forward.

The group has unrecognised tax assets within Finland. The unrecognised tax assets are in the range of DKK 4.3 million (DKK 3.4 million in 2021), and has not been recognised due to uncertainties of the utilisation within the next 5 years. There tax loss carried forward is carried forward for 10 years in the local market and begin to expire from 2028. A change in ownership of the group may result in restrictions on the groups ability to use tax losses in certain jurisdictions.

NOTE 12 INVESTMENT IN ASSOCIATES

IN THOUSANDS DKK

Carrying amount: At 1 January	943
Revaluation of investments in associates	1,299
Carrying amount 31 December	2,242

NAME	PLACE OF REGISTERED OFFICE	YOTE
I AM Drinks ApS	Denmark	39%
Vr. Alskar AB	Sweden	50%

ACCOUNTING POLICY

Investments in associates are measured using the equity method. The entities listed have share capital consisting solely of ordinary shares, which are held directly by the Group. The country of

incorporation is also their principal place of business, proportion of ownership interest is the same as the proportion of voting rights held.

NOTE 13 INTANGIBLE ASSETS

IN THOUSANDS DKK	GOODWILL	ACQUIRED LICENSES	ACQUIRED BRANDS	PATENTS	COMPLETED DEVELOPMENT PROJECTS	DEVELOPMENT PROJECTS IN PROGRESS	TOTAL
Cost:							
At 1 January 2022	820,313	157,029	97,616	409	35,575	7,232	1,118,174
Additions	0	0	0	1,000	12,936	10,195	24,131
Additions from business combinations	34,771	15,747	3,000	0	0	0	53,519
Disposals	0	0	0	0	-7,351	0	-7,351
Transfers	0	0	0	0	0	0	0
Exchange adjustments	-7,270	-1,866	-3,257	0	-188	0	-12,581
At 31 December 2022	847,814	170,911	97,359	1,409	40,972	17,427	1,175,892
Accumulated depreciation and impairment:							
At 1 January 2022	1,655	34,374	14,259	82	22,288	0	72,638
Amortisation for the year	0	10,621	6,906	120	4,285	0	21,932
Impairment for the year	4,757	173	533	0	0	0	5,464
Exchange adjustments	-5	-479	-237	-3	-11	0	-735
Impairment and depreciation on disposals	0	0	0	0	-7,622	0	-7,622
At 31 December 2022	6,387	44,689	21,461	199	18,940	0	91,677
Carrying amount 31 December 2022	841,427	196,221	75,898	1,210	22,032	17,427	1,084,215

NOTE 13 INTANGIBLE ASSETS (CONTINUED)

IN THOUSANDS DKK	GOODWILL	ACQUIRED LICENSES	ACQUIRED BRANDS	PATENTS	COMPLETED DEVELOPMENT PROJECTS	DEVELOPMENT PROJECTS IN PROGRESS
Cost:						
At 1 January 2021	738,889	138,880	89,775	409	27,195	7
Additions	0	0	0	0	8,580	0
Additions from business combinations	78,664	17,044	3,664	0	0	0
Disposals	0	0	0	0	0	0
Transfers	0	0	0	0	0	0
Exchange adjustments	2,760	1,105	4,177	0	0	0
At 31 December 2021	820,313	157,029	97,616	409	35,575	7
Accumulated depreciation and impairment:						
At 1 January 2021	1,650	21,327	7,087	41	14,256	0
Amortisation for the year	0	9,611	6,542	41	5,564	0
Impairment for the year	0	3,192	430	0	2,468	0
Exchange adjustments	5	244	100	0	0	0
Impairment and depreciation on disposals	0	0	0	0	0	0
At 31 December 2021	1,635	34,374	14,259	82	22,288	0
Carrying amount 31 December 2021	818,678	122,655	83,357	327	13,287	7

NOTE 13 INTANGIBLE ASSETS (CONTINUED)

Development projects
Development projects comprises the cost directly related to the development phase of new employee apps, the further development of ERP and further development of the membership- and loyalty-app.

ACCOUNTING POLICY

Goodwill
Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cashgenerating units for the purpose of impairment testing. The allocation is made to those cashgenerating units or groups of cashgenerating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

Patents and brands

Acquired patents and brands are shown at historical cost. Patents and brands acquired in a business combination are recognised at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

Development projects

Costs associated with research are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the group are recognised as intangible assets where the following criteria are met:

Goodwill, licenses, and brands
Goodwill, licenses, and brands comprises of values arising from acquisition of subsidiaries and activities.

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of a development project include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are amortised from the point at which the asset is ready for use.

Amortisation methods and useful lives

The group amortises intangible assets with a limited useful life, using the straight-line method over the following periods:

Goodwill	Not amortized
Acquired licenses	10-20 years
Acquired brands	10-15 years
Acquired patents	20 years
Completed development projects	3-10 years
Development projects in progress	Not amortized

NOTE 14 PROPERTY, PLANT AND EQUIPMENT

IN THOUSANDS DKK	LAND AND BUILDINGS	LEASEHOLD IMPROVEMENTS	OTHER FIXTURES, FITTINGS AND EQUIPMENT	PLANT AND EQUIPMENT IN PROGRESS
Cost:				
At 1 January 2022	1,824	356,155	172,927	33,903
Additions	50	18,279	108,756	79,740
Additions from business combinations	0	7,245	2,382	0
Transfers	0	91,139	303	-91,442
Disposals	0	19	-127	0
Exchange adjustment	-1	-8,824	-8,522	-1,060
At 31 December 2022	1,874	464,012	275,719	21,141
Accumulated depreciation and impairment:				
At 1 January 2022	322	125,256	101,399	0
Depreciation for the year	37	30,047	30,040	0
Impairment for the year	0	1,212	172	0
Exchange adjustment	0	-3,721	-3,604	0
Impairment and depreciation of disposals	0	0	-4	0
At 31 December 2022	359	152,793	138,003	0
Carrying amount 31 December 2022	1,514	311,220	147,716	21,141

NOTE 14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

IN THOUSANDS DKK	LAND AND BUILDINGS	LEASEHOLD IMPROVEMENTS	OTHER FIXTURES, FITTINGS AND EQUIPMENT	PLANT AND EQUIPMENT IN PROGRESS	TOTAL
Cost:					
At 1 January 2021	1,824	304,848	154,064	5,940	466,676
Additions	0	38,227	29,594	33,903	101,724
Transfers	0	9,687	3,034	0	12,721
Disposals	0	5,940	0	-5,940	0
Exchange adjustment	0	-4,853	-15,268	0	-20,121
	0	2,306	1,303	0	3,609
At 31 December 2021	1,824	356,155	172,927	33,903	564,809
Accumulated depreciation and impairment:					
At 1 January 2021	286	98,311	75,817	0	174,414
Depreciation for the year	36	23,500	24,960	0	48,496
Impairment for the year	0	5,896	2,115	0	8,011
Exchange adjustment	0	1,932	950	0	2,882
Impairment and depreciation of disposals	0	-4,383	-2,443	0	-6,826
At 31 December 2021	392	125,256	101,399	0	226,977
Carrying amount 31 December 2021	1,502	230,899	71,528	33,903	337,832

NOTE 14 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The impairment loss relates to impairment of fixed assets in loss-making ventures and reversal of depreciations on disposed assets.

ACCOUNTING POLICY

Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the carrying amount with the net of their residual values, over their useful lives.

Depreciation methods and useful lives

Depreciation is calculated using the straight-line method on the cost of the assets, net of their residual values, over their useful lives as follows:

- Land and buildings
- Leasehold improvements
- Other fixtures, fittings and equipment
- Plant and equipment in progress

NOTE 15 LEASES

The Group leases its venues, offices, warehouses, and vehicles. The vast majority of the Group's leases are related to property/leases for venues, which are typically leased for 5-10 years in the Nordics and 10-20 years in the UK. In some leases extension or termination options are included as described below. The Group has both fixed rent and revenue-based rent contracts. This note provides information for leases where REKOM is a lessee.

	9022	9021
IN THOUSANDS DKK		
Amounts recognized in the balance sheet		
The balance sheet shows the following amounts relating to leases:		
Right-of-use assets		
Properties	1,023,237	885,814
Vehicles	648	694
Total right-of-use assets	1,023,885	886,508
Additions to the right-of-use assets	255,377	460,525
Lease liabilities		
Current	151,000	125,925
Non-current	903,504	777,352
Total lease liabilities	1,054,504	906,277
Amounts recognized in the statement of profit or loss		
The statement of profit or loss shows the following amounts relating to leases:		
Depreciation charge of right-of-use assets		
Properties	165,150	120,494
Vehicles	478	445
Total depreciation of right-of-use assets	165,628	120,939
Interest expense on lease obligations	64,436	41,496
Expense relating to short-term leases	3,112	3,161
Expense relating to variable lease payments not included in lease obligations	3,458	672
Income related to COVID-19 Rent Concession exemption	0	-546
Total cash outflow for leases	208,106	141,499

NOTE 15 LEASES (CONTINUED)

ACCOUNTING POLICY

Whether a contract contains a lease is assessed at contract inception. Lease agreements may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leases assets that are held by the lessor. As the Group's lease activities mainly relate to property, the terms and conditions applied in these leases are governed by the local legislation in each country in which the Group operates.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease obligations include the net present value of the following lease payments:

- fixed payments less any lease incentives receivable
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as the commencement date
- the exercise price of a purchase option if the group is reasonably certain to exercise the option and
- payments of penalties for terminating the lease if the lease reflects the group exercising that option

Lease payment to be made under reasonably certain extension options are also included in the measurement of the liability. The Group has no contracts with residual value guarantees.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses third-party financing received as a starting point, adjusted to reflect

changes in financing conditions since third party financing received, then uses a build-up approach on top third-party. The build-up approach applied adjusts for country, lease security, value, country of the lease and the economic each lease.

The Group is exposed to potential future increases in interest based on an index or a rate, which are not included in liability until they take effect. When variable adjustments payments based on an index or a rate take effect, the reassessed and adjusted against the right-of-use assets.

Lease payments are allocated between principal and interest. The finance cost is charged to profit or loss over the lease term on a constant periodic rate of interest on the remaining liability for each period.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, less any lease payments made at or before the commencement date less any lease incentives received and less any initial direct costs and reestablishment costs.

Right-of-use assets are subsequently measured less accumulated depreciation and impairment losses. Right-of-use assets are depreciated over the lease term on a straight-line basis. Assets that have no leases with purchase options.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a basis as an expense in profit or loss. Short-term leases are a lease term of 12 months or less.

The Group has chosen to adopt the exemption regarding 19-Related Rent Concessions. As such, an asset concession has been recognised in the profit or loss for the period negative variable lease payment. The exemptions have been applied retrospectively for the comparative figures as

NOTE 15 LEASES (CONTINUED)

ACCOUNTING POLICY (CONTINUED)

Extension and termination options

Some property leases include extension and/or termination options. These are used to maximise flexibility in the Group's operations. Management has included the lease term impact of extension and termination options in the lease term to the extent Management finds it reasonably certain that extension options will be utilised, and reasonably certain that termination options will not be utilised. The following factors are normally the most relevant:

- How the asset supports the strategic direction of the group including the location of the asset, strategic fit and the timing of the option being exercisable (or the expiry of the option)

- If significant penalties to terminate (or not extend) the lease exists, the Group is more likely to not terminate (or to extend)
- If any leasehold improvements hold significant value, the group is more likely to extend (or not terminate)

If the Group included all extension options in its estimate, the lease liability as of 31 December 2022 would increase DKK 49,209 thousands or 3%.

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Management has made estimates regarding, among other, leases to be included, the lease term of open-ended contracts, the utilisation of extension and termination options, reestablishment provisions, low-value and short-term contracts and the incremental borrowing rate.

Most property lease agreements are open-ended. For open-ended contracts, Management has estimated the lease term using licenses and permissions regarding a given venue as the primary guideline. The longer of the estimated lease period and the non-cancellable period of a property lease has been applied as the lease term when calculating the Group's lease liabilities. For example, if Management

estimates the lease period for a venue with an open-ended contract to be 8 years, but the non-cancellable period is only 5 years, 8 years of lease obligation has been applied. If the Group extended the estimated lease terms for all open-ended contracts with one year, the total lease liability as of 31 December 2022 would increase by DKK 46,221 thousands or 5%.

NOTE 16 IMPAIRMENT TESTS (CONTINUED)

2021

IN THOUSANDS DKK

	DENMARK	NORWAY	FINLAND	UK
Goodwill	515,116	288,236	5,934	9,392

2022

KEY ASSUMPTIONS

	DENMARK	NORWAY	FINLAND	UK
Budget				
Average growth rate in the budget period	2.0%	2.0%	2.0%	2.0%
Operating margin	17.4%	16.8%	15.6%	12.8%
Growth				
Growth rate in the terminal period	2.0%	2.0%	2.0%	2.0%
Pre-tax discount rate	7.8%	7.8%	7.8%	7.8%

2021

KEY ASSUMPTIONS

	DENMARK	NORWAY	FINLAND	UK
Budget				
Average growth rate in the budget period	2.0%	2.0%	2.0%	2.0%
Operating margin	15.6%	17.2%	16.5%	14.5%
Growth				
Growth rate in the terminal period	1.0%	1.0%	1.0%	1.0%
Pre-tax discount rate	7.7%	7.7%	7.7%	7.7%

NOTE 16 IMPAIRMENT TESTS

Impairment tests for goodwill

Goodwill is monitored by management at the country level, being Denmark, Norway, Finland and the UK.

2022

IN THOUSANDS DKK	DENMARK	NORWAY	FINLAND	UK	TOTAL
Goodwill	528,190	288,391	14,956	9,890	841,427

ACCOUNTING POLICY (CONTINUED)

Goodwill is not subject to amortisation and is tested annually for impairment, or more frequently, if events or changes in circumstances indicate that they might be impaired.

Other non-current assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing

impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or cash-generating units).

Non-current assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting period.

NOTE 16 IMPAIRMENT TESTS (CONTINUED)

SIGNIFICANT ESTIMATES AND JUDGEMENTS

Key assumptions used for value-in-use calculations for the 2022 and 2021 reporting periods, the recoverable amount of goodwill of the CGU's was determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections based on financial budgets approved by management. Cash flows beyond the budgeted period are extrapolated using the estimated growth rates stated above.

Management's key assumptions relate to:

- 1) inflation impact and expectations
 - 2) the post-COVID-19 world and
 - 3) expected growth.
- Inflation has affected the economy broadly throughout 2022. The Group has initiated steps to mitigate inflation impact on future net cash flow. Further, inflation has been cooling off in the Group's operating market, hence it is expected the future impact of inflation will normalise. The margins in the expected future cash flow has been adjusted downwards in the impairment test to factor in this effect.

Management does not expect COVID to affect the operations in any markets going forward and expect full operating levels similar to the pre-pandemic era.

Expected growth is based on historic growth rates. Only existing venues are included in the budget.

The growth rates are consistent with forecasts included in industry specific reports. Discount rates reflect the risk-free interest rate with the addition of risks relating to the CGU's including financial exposure and is calculated in accordance with IAS 36. The same assumptions has been applied to all CGU's as operations within each CGU are similar.

The expected future net cash flow is based on budgets approved by management including capital expenses to maintain venues, but does include potential future incomes and expenses regarding acquisitions and expansion. After the budgeted period, a growth rate in line with the expected long-term average growth rate has been applied.

NOTE 17 FINANCIAL ASSETS AND LIABILITIES (CONTINUED)

The group's exposure to various risks associated with the financial instruments is discussed in note 18.

	2022			2021		
	IN THOUSANDS DKK	CURRENT	NON-CURRENT	TOTAL	CURRENT	NON-CURRENT
Bank overdrafts	0	0	0	0	0	0
Bank loans	132,156	810,458	942,614	942,614	0	831,029
Other loans	0	186,569	186,569	186,569	89,169	209,169
Total	132,156	997,027	1,129,183	1,129,183	89,169	1,040,292

The borrowings comprise of acquisition related loans as well as revolving facilities to fund the ongoing operations. There are covenants attached to the loan facilities.

50 mDKK of loan from credit institution is guaranteed by Growth Fund by 70%.

IN THOUSANDS DKK	FIXED/FLOATING	EFFECTIVE INTEREST RATE	CURRENCY	MATURITY
Loan from credit institution	Floating	2.25% - 10.50%	DKK, NOK	2025
Term Loan	Fixed	20.00%	DKK	2022
Revolving Facility	Floating	2.00% - 4.50%	DKK	2025
Vendor loans	Fixed	6.00%	DKK, NOK	2022
Total borrowings at 31.12.2022				

Loan from credit institution	Floating	2.25% - 9.50%	DKK, NOK	2025
Term Loan	Fixed	20.00%	DKK	2022
Revolving Facility	Floating	2.00% - 4.50%	DKK	2025
Vendor loans	Fixed	6.00 - 10.50%	DKK, NOK	2022
Total borrowings at 31.12.2021				

Loan from credit institutions is paid in full at maturity. Term Loan is repayable in full at maturity. No part of vendor loans are convertible into equity.

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NOTE 17 FINANCIAL ASSETS AND LIABILITIES

The group holds the following financial instruments:

IN THOUSANDS DKK	2022	2021
Financial assets		
Financial assets at amortised cost		
Trade receivables	34,761	10,843
Reservables from group enterprises	2,019	0
Cash and cash equivalents	196,836	396,045
Total financial assets	233,616	406,888
Financial liabilities		
Liabilities at amortised cost		
Trade payables	117,978	103,608
Borrowings	942,614	920,198
Lease liabilities	1,054,503	906,277
Payables to group enterprises	0	6,516
Total financial liabilities	2,115,095	1,936,599

NOTE 17 FINANCIAL ASSETS AND LIABILITIES (CONTINUED)

ACCOUNTING POLICY

Trade receivables

Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components when they are recognised at fair value. They are subsequently measured at amortised cost less loss allowance. The group applies the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss.

Trade payables

These amounts represent liabilities for goods and services provided to the group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction expenses incurred. Borrowings are subsequently measured at amortised cost. Any differences between the proceeds and the redemption value are recognised in the income statement over the period of the

borrowings using the effective interest method. When a loan is convertible into shares, the equity conversion feature is separated from the debt host contract and accounted for separately, if the difference between the exercise price and the carrying amount of the loan could be more than insignificant.

On conversion, the loan is derecognised as a financial liability and the carrying amount of the loan immediately prior to the conversion is transferred to equity.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs.

To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

NOTE 18 FINANCIAL RISK MANAGEMENT

Due to REKOM's strategy of becoming a player on the global nightlife scene, risks are an embedded part of doing business. The group is therefore exposed to certain risks from financial instruments which can have an impact on the consolidated financial statements of the group.

The Group's principal financial assets include cash at banks and trade receivables, whereas the financial liabilities primarily consist of vendor loans and borrowings, lease liabilities as well as trade and other payables. The main purpose of the financial liabilities is to finance the Group's operations.

A key principle of the Group's risk management is the unpredictability of the financial markets and the aim to minimize its adverse effects on the Group's net income. The Group's financial management identifies, estimates and tracks risks and, whenever necessary, initiate actions to mitigate the Group against the risks. The Group's financing policy guides all its financing transactions.

At 31 December 2022, the carrying amount of the Group's interest-bearing debt carrying a floating rate amounts to DKK 942,614 thousands (2021: DKK 831,029 thousands). However, due to the margin ratchets on the term-loans there is a cap on the interest rate, which all other things being equal reduces REKOM's exposure to increases in market rates of interest.

It is REKOM's policy not to hedge its exposure from changes in market rates of interest.

A reasonably possible change in the market interest rate compared to the interest rates as of the end of the reporting period will have the following hypothetical impact on profit after tax and equity:

IMPACT ON PROFIT AFTER TAX AND EQUITY	2022	2021
Interest rate - increase of 100 basis points	-11,293	0
Interest rate - decrease of 100 basis points	11,293	11,290

The sensitivity analysis is based on the assumption that all other variables and exposures remain constant. The impact on net profit is based on those financial instruments that were recognised at the respective balance sheet dates. The sensitivity analysis does not consider impact from repayments and other changes in borrowings made during the year. In 2021, the interests rates in REKOM's financing agreements were maxed out, thus no risk of interest increases existed.

CURRENCY RISK

Foreign currency risk is the risk that the fair value or future cash flows of a balance sheet exposure will fluctuate because of changes in foreign exchange rates.

REKOM is in all material aspect generating its sales transaction in local currencies being DKK, NOK, EUR and GBP. The majority of purchases are also made in local currencies. Thus, the group's exposure to fluctuations in foreign exchange rates are primarily related to cash balances and loans obtained in currencies different from the respective functional currencies. As of 31 December 2022, the Group's exposure to foreign currency risk is primarily related to EUR, NOK and GBP.

However, due to the fixed exchange rate regime between DKK and EUR, the Group's exposure to changes in the DKK/EUR exchange rate is insignificant.

NOTE 18 FINANCIAL RISK MANAGEMENT (CONTINUED)

It is the group's policy not to hedge its exposure from a reasonable possible change in the DKK/GBP and DKK/USD exchange rate at the end of the period will have the following hypothetical impact on equity:

IMPACT ON PROFIT AFTER TAX AND EQUITY

DKK/NOK - change of 5 %
DKK/GBP - change of 5 %

The analysis includes the impact from monetary items foreign currencies as outstanding at the end of the reporting period.

CREDIT RISK

Credit risk arises primarily from REKOM's cash position degree from trade receivables.

Accordingly, the most significant counterparty risk is related to banks, as the Group's cash balance as of 31 December 2022 amounts to DKK 196,836 thousand (2020: DKK 340,045 thousand). It is REKOM's policy only to use financial counterparties with a satisfactory long-term credit rating from an international agency.

The maximum credit risk related to financial assets carrying amounts recognised in the consolidated balance sheet is the carrying amount of the assets.

LIQUIDITY RISK

It is an objective of REKOM's treasury policy to ensure always have sufficient and flexible financial resources disposal to ensure continuous operations and to honor their obligations as they become due. The financial resources are continuously monitored and consist of cash and cash equivalents and commitments. Management oversees the Group's liquidity positions so that the Group has sufficient liquidity available.

The Group has access to a revolving credit facility of DKK 1,000 million which has not been drawn as of 31 December 2022.

NOTE 16 FINANCIAL RISK MANAGEMENT (CONTINUED)

Maturities of financial liabilities

The amounts disclosed in the following table are the contractual undiscounted cash flows.

*Deferred consideration comprise of deferred payments and contingent considerations related to acquisitions of subsidiaries. Deferred considerations is presented as other liabilities.

CONTRACTUAL MATURITIES OF FINANCIAL LIABILITIES	TOTAL CONTRACTUAL CARRYING AMOUNT			
	< 1 YEAR	1 - 5 YEARS	> 5 YEARS	CASH FLOWS
Trade payables	117,978	0	0	117,978
Borrowings	96,333	941,442	1,350	1,039,125
Vendor loans	0	219,377	39,718	259,095
Deferred consideration*	38,092	6,610	0	44,701
Lease liabilities	220,489	665,465	412,989	1,298,943
At 31 December 2022	472,892	1,832,894	447,057	2,752,843
Trade payables	103,608	0	0	103,608
Borrowings	170,680	1,055,020	1,386	1,227,086
Vendor loans	0	247,492	31,934	279,426
Payables to group enterprises	6,516	0	0	6,516
Deferred consideration*	93,748	21,334	0	115,082
Lease liabilities	178,401	609,137	357,696	1,145,234
At 31 December 2021	482,953	1,932,983	391,016	2,806,952

The maturity analysis is based on the following assumptions:

- The amounts disclosed in the table are the contractual undiscounted cash flows (including interest payments). Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. Interest payments are estimated based on current market conditions.
- Payments for lease liabilities includes only lease agreements which have commenced before the end of the reporting period.
- As there is no upper limit to the contingent consideration, the amount disclosed reflects the most likely amount to be paid and is presented within the time-band it is due for payment according the agreement.

NOTE 19 CASH FLOW SPECIFICATIONS

IN THOUSANDS DKK	2022	2021
Change in inventories	-2,498	-96,716
Change in receivables	8,016	434,424
Change in trade payables	14,456	16,602
Change in other liabilities	-18,194	29,967
Changes in net working capital	1780	906,277
IN THOUSANDS DKK	1,054,503	1,054,503
Cash flows	-151,304	139,510
New leases	244,204	0
Foreign exchange adjustments	-34,877	12,465
Other changes *	0	-9,114
At 31 December 2022	166,569	880,960
Cash flows	-103,968	139,510
New leases	0	0
Foreign exchange adjustments	1,534	12,465
Other changes *	3,114	-9,114
At 31 December 2021	209,187	880,960

* Other changes includes adjustments to measurement of lease liabilities, amortisation of loan costs and conversion effects.

NOTE 19 CASH FLOW SPECIFICATIONS (CONTINUED)

ACCOUNTING POLICY

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 are calculated using the indirect method based on operating profit before depreciation, amortisation and special items (EBITDA) adjusted for non-cash operating items, changes in net working capital, financial items and taxes paid. Working capital comprises current assets less short-term debt, excluding items included in cash and cash equivalents. The cash flow statement cannot be derived directly from the balance sheet and income statement.

Cash flows from investing activities comprise cash flows from acquisitions and disposals of businesses and non-current assets.

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

Cash and cash equivalents comprises cash and bank balances.

NOTE 20 SHARE CAPITAL

The company's share capital is divided into seven classes of shares, A-shares, B1-shares, B2-shares, B3-shares, B4-shares, B5-shares and B6-shares each of a nominal value of DKK 0.001. Each A-share shall carry one vote and none of the B-shares shall carry any votes.

No distribution of dividends shall be made to the B1-, B2-, B3-, B4-, B5 or B6-shareholders before A-shares have received payment in full, i.e. have received re-payment of the capital invested.

The company performed a share split of 1/10 as per 17th December 2021. From where the nominal value of the A-, B1-, B2- and B3-shares changed from DKK 0.01 to DKK 0.001.

NOTE 20 SHARE CAPITAL (CONTINUED)

	2022					2021					
IN THOUSANDS DKK	NUMBER OF SHARES ('000)		NOMINAL VALUE	NUMBER OF SHARES ('000)		NUMBER OF SHARES ('000)		NOMINAL VALUE		NUMBER OF SHARES ('000)	
	A	B1	B2	B3	B4	B5	F				
The share capital comprise:											
Ordinary shares (fully paid)		18,425,027		0,001		17,655,238					
IN NUMBER OF SHARES IN EACH CLASS	A	B1	B2	B3	B4	B5	F				
Changes in share capital 2022											
Opening balance	17,156,531	363,408	48,916	66,383	0	0					
Capital increase at 03.05.2022	0	0	0	0	40,251	0					
Capital increase at 11.05.2022	142,191	0	0	0	0	0					69,479
Capital increase at 12.08.2022	124,734	0	0	0	0	0					49,131
Total	17,423,456	363,408	48,916	66,383	40,251	49,131					69,479
Changes in share capital 2021											
Opening balance	564,662	36,341	4,892	0	0	0					
Loan conversion	283,900	0	0	0	0	0					
Capital increase at 29.10.2021	2,798	0	0	0	0	0					
Capital increase at 23.11.2021	15,803	0	0	6,638	0	0					
Share split at 17.12.2021	7,772,072	327,067	44,024	59,743	0	0					
Capital increase at 17.12.2021	8,517,296	0	0	0	0	0					
Total	17,156,531	363,408	48,916	66,383	0	0					0
DKK PER SHARE											
Total dividend paid out for the year											
Total dividend proposed for the year											

ACCOUNTING POLICY

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Share premium

Premium on issue of shares are recognised as share premium.

Dividends

Provision is made for the amount of any dividend declared on or before the end of the reporting period but not distributed at the end of the reporting period.

NOTE 21 TREASURY SHARES

NAME	SHARE CLASS	NUMBER OF SHARES ('000)	NOMINAL VALUE IN THOUSANDS DKK	ACQUISITION COST IN THOUSANDS DKK
Changes in treasury shares:				
Purchase of shares at 15.02.2021	A	89	1	480
Purchase of shares at 15.02.2021	BI	74	1	2
Purchase of shares at 15.02.2021	A	222	2	119
Purchase of shares at 15.02.2021	BI	224	2	6
Purchase of shares at 16.02.2021	A	623	6	470
Purchase of shares at 18.02.2021	B2	795	8	30
Purchase of shares at 30.06.2021	A	1,433	15	545
Purchase of shares at 05.11.2021	A	4,961	50	2,701
Purchase of shares at 05.11.2021	BI	1,306	13	35
Purchase of shares at 05.11.2021	B2	189	2	7
Purchase of shares at 06.11.2021	A	9	0	5
Sale of shares at 03.09.2021	A	-3,272	-33	-3,157
Sale of shares at 01.11.2021	A	-623	-6	-470
Sale of shares at 01.11.2021	B2	-795	-8	-30
Share split at 17.12.2021	A	213,691	-	-
Share split at 17.12.2021	BI	30,222	-	-
Share split at 17.12.2021	B2	5,961	-	-
Purchase of shares at 17.12.2021	A	6,812	7	208
Purchase of shares at 17.12.2021	BI	2,238	2	8
Treasury shares at 31.12.2021	A	2,442,47	244	15,437
Treasury shares at 31.12.2021	BI	35,818	36	183
Treasury shares at 31.12.2021	B2	6,623	7	23
Total treasury shares at 31.12.2021		286,668	287	15,643

NOTE 21 TREASURY SHARES (CONTINUED)

NAME	SHARE CLASS	NUMBER OF SHARES ('000)	NOMINAL VALUE IN THOUSANDS DKK
Changes in treasury shares:			
Purchase of shares at 14.10.2022	A	21,728	2,173
Purchase of shares at 01.12.2022	A	7,666	767
Purchase of shares at 01.12.2022	B3	746	75
Purchase of shares at 06.12.2022	A	3,484	346
Purchase of shares at 06.12.2022	B5	394	39
Purchase of shares at 16.12.2022	A	1,120	112
Purchase of shares at 16.12.2022	B5	463	46
Purchase of shares at 16.12.2022	B6	97	10
Treasury shares at 31.12.2022	A	274,901	3,311
Treasury shares at 31.12.2022	B1	35,818	36
Treasury shares at 31.12.2022	B2	6,623	7
Treasury shares at 31.12.2022	B3	746	75
Treasury shares at 31.12.2022	B5	857	85
Treasury shares at 31.12.2022	B6	97	10
Total treasury shares at 31.12.2022		319,042	3,524

Treasury shares are held for sales to employees under the Groups share programme. The shares are valued each year in accordance with the group's share programme.

The company's treasury shares amount to 107.7% of the the share capital.

ACCOUNTING POLICY

Treasury share reserve

The reserve comprises the nominal value of treasury shares. The difference between the market price paid and the nominal value plus dividends on treasury shares is recognised directly in earnings in equity

NOTE 22 SHARE-BASED PAYMENTS

In 2018 an investment and incentive programme was introduced under which employees, management, board members of the group and consultants assigned by group may subscribe for shares in REKOM ManCo ApS in class A-shares, B1-shares, B2-shares, B3-shares, B4-shares, B5-shares and B6-shares for a consideration. The subscription amounts are used by REKOM ManCo ApS to subscribe for shares in similar share classes in Rekom Group Holding ApS. Information about the rights and preferences of each share class is provided in note 20 share capital. Employees may elect not to participate in the arrangement.

The employee's investment in shares is intended to give the employee the opportunity to gain a share in the profits that the group may achieve in connection with a direct or indirect divestment etc. of REKOM. The employees are not able to dispose freely of the subscribed shares until the occurrence of an exit event.

The shares are redeemable at the group's option in a lever scenario. However, the group is not considered to have a present obligation to settle the shares in cash, and as such, the arrangement is classified as an equity-settled share-based payment transaction.

The shares are acquired by the employees at fair market value. The employees have not been afforded any discounts nor any abnormal privileges by acquiring the shares.

Consequently, the fair value of the arrangement is considered to be zero and no expense is recognized in the consolidated financial statements.

The number of shares issued and reacquired under the arrangement to participating employees is highlighted below:

IN THOUSANDS	A-SHARES ('000)	B1-SHARES ('000)	B2-SHARES ('000)	B3-SHARES ('000)	B4-SHARES ('000)	B5-SHARES ('000)	B6-SHARES ('000)
Outstanding at 01.01.2021	60,509	34,587	4,419	0	0	0	0
Shares acquired	48,531	0	795	6,638	0	0	0
Shares reacquired	-5,903	-1,604	984	0	0	0	0
Share split	928,231	296,845	38,063	59,745	0	0	0
Shares acquired	1,490,421	0	0	0	0	0	0
Shares reacquired	-6,812	-2,238	0	0	0	0	0
Outstanding at 01.01.2022	2,514,977	327,590	42,293	66,383	0	0	0
Shares acquired	270,269	0	0	0	404,251	69,478	49,134
Shares reacquired	23,799	0	0	-746	0	-857	-97
Outstanding at 31.12.2022	2,761,447	327,590	42,293	65,637	404,251	60,621	49,037

ACCOUNTING POLICY

Share-based compensation benefits are provided to employees via the investment and incentive programme for which the employees subscribe for shares in several share classes for consideration. The arrangement is classified as an equity-settled share-based payment program, for which the cost is recognized as an employee benefit expense, with a corresponding increase in equity. The total

amount to be expensed is determined by reference to the fair value of the shares subscribed for and is recognized in the income statement over the service period. If the shares are acquired at an amount equal to the fair value of the shares, no expense is recognized.

NOTE 23 CAPITAL MANAGEMENT

The Group's capital is made up of share capital and retained earnings.

The objectives when managing capital are:

- to safeguard the Group's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders; and
- to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. It is currently not the strategy to pay out dividend but instead consolidate and use available cash for growth and to reduce external debt.

The Group ensures that it has sufficient cash on demand to meet its expected operational expenses, including the servicing of obligations. This excludes the potential impact of extrajurisdictional tax obligations which cannot be reasonably predicted.

The capital structure of the Group consists of shareholder equity, which is set out in the consolidated statement of changes in equity. Capital requirements are financed from existing cash resources, facilities and borrowings.

There are no externally imposed capital requirements. The capital management strategy is set out in the consolidated statement of changes in equity. The level of capital and operating expenditure required to support the Group's commitments and development plans. When monitoring capital management, the Group considers its gearing ratio.

NOTE 24 CONTINGENT LIABILITIES, COMMITMENTS AND CONTINGENCIES

Contingent liabilities

The group had contingent liabilities at year end in respect of:

IN THOUSANDS DKK	9022	9021
Land and buildings with a booked value of	1,514	1,502
The following assets have been placed as security with bankers:		
Securities on moveables	127,100	127,100
Securities in property, by-laws and owners' association	1,079	1,079
Surety	245,000	370,000
Third parties guarantees	37,768	38,274

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 175 million (DKK 300 million at 31 December 2021) of which an overdraft facility amounts to DKK 50 million, a separate cash credit guarantee limit amounts to DKK 125 million (DKK 250 million at 31 December 2021) of which DKK 100 million are backed by Vækstfonden (DKK 200 million at 31 December 2021) and a rent guarantee limit amounts to DKK 70 million (DKK 70 million at 31 December 2021).

Charges and security

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

ACQUISITIONS IN 2022	SHARE CAPITAL ACQUIRED	
ENTITTY	ACQUISITION DATE	100%
Musikarranger ApS (Vi Elsker)	31 March 2022	100%

Acquisition of Vi Elsker

On 31 March 2022, REKOM acquired the shares in the the company Musikarranger ApS, which operates the series of one-day festivals in Denmark and Norway under the brand Vi Elsker og Os'erne (We Love Herees).

The acquisition included full acquisition of the shares within Musikarranger ApS and included as such the standing agreements of one-day festivals with sites, suppliers etc. The acquisition was a step on the way for REKOM in expanding into the segment of events & festivals creating great synergies with REKOM's existing operations.

Other acquisitions

In 2022, REKOM made a series of acquisitions of activities of bars and nightclubs in operation. A total of 17 transactions were performed of stand alone bars, all being similar in nature and size. Naturally, some acquisitions were performed in the same geographical area to expand REKOM's footprint. All other acquisitions are in line with REKOM's expansion strategy. The acquisitions included among others:

- The activities of 5 venues on the Norwegian town of Kristiansand with a total transaction cost of 6.8 mDKK.
- The activities of 3 venues in the Finnish town of Turku with a total transaction cost of 12.9 mDKK.

NOTE 25 BUSINESS COMBINATIONS

REKOM operates with an expansion strategy to fulfill its ambition to become a global player in the nightlife industry. In line with that strategy, the group has made many single-venue acquisitions in 2022. Further, the Group has expanded into the festivals.

The acquisitions made during 2022 were:

IN THOUSANDS DKK	VI ELSKER	OTHER ACQUISITIONS
Brands	3,000	0
Other intangible assets	0	0
Properties	0	0
Fixtures, fittings and equipment	0	2
Leasehold improvements	0	7
Right-of-use assets	0	139
Other assets	12,829	0
Lease liabilities	0	-132
Other liabilities	4,978	2
Deferred tax liability	-660	0
Net identifiable assets acquired	10,191	23
Add: Goodwill	19,809	14
Net assets acquired	30,000	37

Goodwill arising from Vi Elsker is attributable to the benefit between REKOM's existing Even activities, the and the Vi Elsker's brand and operations. Goodwill arising from acquisitions is attributable to expected synergies between the acquired activities, the REKOM platform increased footprint within existing markets and expected It will not be deductible for tax purposes.

The total purchase price amounted to DKK 68,291 thousand. The consideration are as follows:

IN THOUSANDS DKK	VI ELSKER	ACQUISITIONS
Cash paid	10,600	0
Deferred consideration	3,000	0
Contingent consideration	14,400	0
Total purchase consideration	30,000	0

NOTE 25 BUSINESS COMBINATIONS (CONTINUED)

The acquisition includes a contingent consideration according to which REKOM could be required to make an additional cash payment based on an earnings target. The amount payable is based on the amount of realised EBITDA for a period of 12 months after certain operational terms are met. The contingent consideration is capped and thus has a maximum amount payable. The fair value of the contingent consideration amounts to DKK 14,400 thousands calculated as the present value of the future expected cash flows, which has been recognised as a financial liability. If the expected EBITDA increases by 10%, the contingent consideration will increase 10%.

Acquisition-related costs of DKK 2,756 thousands are included in special items in the income statement for 2022.

Effect of acquisitions

The businesses acquired in 2022 contributed revenues of DKK 87,359 thousands and net loss of DKK 110,355 thousands to REKOM from the respective acquisition dates until 31 December 2022. If the acquisitions had occurred on 1 January 2022, consolidated pro-forma revenue and loss for 2022 of REKOM would increase by DKK 54,603 thousands and DKK 9,208 thousands, respectively. These have been calculated using the income generated by the acquired business before the acquisition date and in the same financial year as REKOM.

Acquisition-related costs are included in special items in the income statement for 2022 and relate to the acquisitions as follows:

IN THOUSANDS DKK	VI ELSKER	OTHER ACQUISITIONS	TOTAL
	224	2,532	2,756

REKOM operates with an expansion strategy to fulfill its ambition to become a global player in the nightlife industry. In line with that strategy, the group has made several acquisitions during 2021.

The acquisitions made during 2021 were:

ENTITY	ACQUISITION DATE	SHARE CAPITAL ACQUIRED
LAWO (Norway)	1 March 2021	100%
Inventum group (Norway)	1 August 2021	100%
- Smedesundet Serving AS		
- Smedesundet Drift AS		
- Kurtiltuhuset på Kaien AS		
ZG Bierbars, Aalborg ApS	21 October 2021	67%

On 1 March 2021, REKOM acquired the activities of five venues located in Oslo, including LAWO and Storboret's Gjesstigeri, whereby REKOM expanded its position in the nightlife scene in Oslo. REKOM's position in Norway was further strengthened with the combined acquisition of three legal entities in the former Inventum group, which operates nine venues in Haugesund.

During the year, REKOM also acquired 67% of the share capital in ZG Bierbars, Aalborg ApS (Zwei Grosse). With the acquisition followed six venues in Jylland under the Zwei Grosse brand.

NOTE 25 BUSINESS COMBINATIONS (CONTINUED)

The group holds according to the share purchase agreement options to acquire the remaining 33% of the share capital, which all are expected to be exercised.

The net assets acquired as a result of the acquisitions are as follows:

IN THOUSANDS DKK	TOTAL
Brands	3,593
Other intangible assets	15,798
Fixtures, fittings and equipment	3,034
Leasehold improvements	9,687
Right-of-use assets	44,393
Other assets	22,457
Lease liabilities	-44,445
Other liabilities	-25,119
Deferred tax liability	-3,647
Net identifiable assets acquired	25,751
Less: Non-controlling interests	-3,055
Add: Goodwill	68,254
Net assets acquired	88,771

Goodwill arising from the acquisitions are attributable to expected strategic and synergy benefits, due to increased footprint within existing markets, establishment into new market areas and expected gains from this. It will not be deductible for tax purposes.

REKOM has chosen to recognise the non-controlling interest ZG Bierbars, Aalborg ApS at fair value. At the acquisition date the fair value of the non-controlling interest amounted to DKK 5,055 thousands. The fair value of the non-controlling interest is assessed to correspond to the relative fair value of the shares acquired.

The total purchase price amounted to DKK 88,771 thousand about the consideration are as follows:

IN THOUSANDS DKK
Cash paid
Deferred consideration
Contingent consideration
Total purchase consideration

The acquisition includes a contingent consideration which REKOM could be required to make an additional cash payment on an earnings target. The amount payable is based on the amount of realised EBITDA for a period of 12 months after certain operational terms are met. There is no upper limit to the maximum amount payable. The fair value of the contingent consideration amounts to DKK 14,400 thousands calculated as the present value of the future expected cash flows, which has been recognised as a financial liability. EBITDA increases by 10%, the contingent consideration will increase 10%.

In December 2021, the operational terms of the contingent consideration were met. As such the contingent consideration expires at 31 December 2021, the fair value of the contingent consideration is reduced to DKK 4,119 thousands.

Acquisition-related costs of DKK 1,760 thousands are included in special items in the income statement for 2022.

Effect of acquisitions

The businesses acquired in 2021 contributed revenues of DKK 504 thousands and net profit of DKK 504 thousands to REKOM from the respective acquisition dates until 31 December 2021. If the acquisitions had occurred on 1 January 2021, consolidated pro-forma revenue and net profit for 2021 of REKOM would increase by DKK 233 thousands and DKK -4,728 thousands, respectively. These have been calculated using the income generated by the acquired business before the acquisition date and in the same financial year as REKOM.

NOTE 25 BUSINESS COMBINATIONS (CONTINUED)

ACCOUNTING POLICY

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the:

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and

SIGNIFICANT ESTIMATES AND JUDGEMENTS

In applying the acquisition method of accounting, estimates are an integral part of assessing fair values of several identifiable assets acquired and liabilities assumed, as observable market prices are typically not available.

Valuation techniques where estimates are applied typically relate to determining the present value of future uncertain cash flows or assessing other events in which the outcome is uncertain at the date of acquisition.

- acquisition-date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date.

Any gains or losses arising from such remeasurement are recognised in profit or loss.

More significant estimates are typically applied in accounting for property, plant and equipment; customer relationships, trade receivables, deferred tax, debt and contingent liabilities. As a result of the uncertainties inherent in fair value estimation, measurement period adjustments may be applied.

NOTE 26 RELATED PARTY TRANSACTIONS

The group has transactions with the following related parties:

NAME OF ENTITY	TYPE	PL
CataCap III K/S	Ultimate parent company	
CC Fly Invest ApS	Principal shareholder	
Møker Ejendomme ApS	Related party	
Voluntas Advisory ApS	Related party	
Lady Invest ApS	Related Party	
<p>Related parties with significant influence consist of the Group's Board of Directors and Executive Management plus close relatives of these persons. Related parties also include companies over which these persons exert considerable influence.</p> <p>All transactions were carried out on terms equivalent to those that would have been obtained from independent third parties.</p> <p>Information about remuneration to key management personnel is disclosed in note 5. Interests in subsidiaries are set out in note 27.</p>		

NOTE 27 FEE TO AUDITORS APPOINTED AT THE GENERAL MEETING

IN THOUSANDS DKK

PricewaterhouseCoopers	9099
Audit fee	6,451
Other assurance services	483
Tax advisory service	0
Other services	1,022
	8,736

NOTE 26 INTERESTS IN OTHER ENTITIES

The group's principal subsidiaries at year end are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group.

The country of incorporation or registration is also their principal place of business.

* The Group holds control through voting rights.

NAME OF ENTITY	PLACE OF BUSINESS	OWNERSHIP INTERESTS HELD BY THE GROUP	
		2022	2021
CC Fly Holding II A/S	Denmark	100%	100%
Rekom Group A/S	Denmark	100%	100%
Alpha Beach Bar ApS	Denmark	100%	100%
ANDYS BAR ApS	Denmark	100%	100%
Aya ApS	Denmark	100%	100%
Bar 7 ApS	Denmark	100%	100%
BFP AF 191997, KØBENHAVN ApS	Denmark	100%	100%
BFP AALBORG ApS	Denmark	100%	100%
Skaal Sønderborg ApS	Denmark	100%	100%
Bæst Bar ApS	Denmark	100%	100%
CAFE DA VINCI ApS	Denmark	100%	100%
CC New Mist Holding II ApS	Denmark	100%	100%
CC Slim UK Topco Limited	Denmark	100%	100%
- CC Slim UK Holdco Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 1 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 2 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 3 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 4 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 5 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 6 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 8 Limited	United Kingdom	100%	100%
- CC Slim UK Tradeo 9 Limited	United Kingdom	100%	100%
- Rekom Cardiff Limited	United Kingdom	100%	100%
- Rekom Colchester Limited	United Kingdom	100%	100%
- Rekom Ipswich Limited	United Kingdom	100%	100%
- Switch Operating Limited	United Kingdom	100%	100%
- Switch South Limited	United Kingdom	100%	100%
Charlottenlund Venues ApS	Denmark	100%	100%
CUCARACHA BAR ApS	Denmark	100%	100%
Dandy Cph. ApS	Denmark	100%	100%
DEN GLADE GRIS ApS	Denmark	100%	100%
Dorsia ApS	Denmark	100%	100%
El Dorado Bar ApS	Denmark	100%	100%
Farfers ApS	Denmark	100%	100%
GULDHORNENE KBH. ApS	Denmark	55%	55%
GULDHORNENE AALBORG ApS	Denmark	100%	100%

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NOTE 28 INTERESTS IN OTHER ENTITIES (CONTINUED)

NAME OF ENTITY	PLACE OF BUSINESS	2022	2021
GULDHORNENE, ÅRHUS ApS	Denmark	100%	100%
H-BAR ÅRHUS ApS	Denmark	100%	100%
HEIDIS BIER BAR ODENSE ApS	Denmark	100%	100%
Heidi's Bier Bar Sønderborg ApS	Denmark	100%	100%
HEIDIS BIER BAR THISTED ApS	Denmark	100%	100%
Heidi's Bier Bar Vejle ApS	Denmark	100%	100%
HEIDIS BIER BAR AALBORG ApS	Denmark	100%	100%
HEIDIS BIER BAR ÅRHUS ApS	Denmark	100%	100%
HEIDIS BIER-BAR ApS	Denmark	100%	100%
HEIDIS BIER-BAR SVENDSBORG ApS	Denmark	100%	100%
HIVE ApS	Denmark	100%	100%
HORNBLETH BAR ApS	Denmark	100%	100%
KBH Invest III ApS	Denmark	100%	100%
LA, TEQUILA BAR ODENSE ApS	Denmark	100%	100%
LA BAR, KØBENHAVN ApS	Denmark	100%	100%
La Bouche ApS	Denmark	100%	100%
LA Tequila Bar Aarhus ApS	Denmark	100%	100%
Little Green Door ApS	Denmark	100%	100%
London Bar ApS	Denmark	100%	100%
Loulou Århus ApS	Denmark	100%	100%
Musen & Elefantien ApS	Denmark	75%	75%
MusikArranger ApS	Denmark	100%	100%
- V. Ålskar AB	Sweden	50%	50%
Nbar ApS	Denmark	100%	100%
NightPay ApS	Denmark	100%	100%
NightPay Int. ApS	Denmark	100%	100%
No Stress Bar DK ApS*	Denmark	50%	50%
Proud Mary ApS	Denmark	100%	100%
Rabalder Bar ApS	Denmark	100%	100%
Rekom & Jyrigen Dampsmøllen ApS	Denmark	100%	100%
Rekom Drift 1 ApS	Denmark	100%	100%
Rekom Drift 5 ApS	Denmark	100%	100%
Rekom Drift 6 ApS	Denmark	20%	20%
Rekom Event ApS	Denmark	20%	20%
Rekom Global Brands ApS	Denmark	100%	100%
- Mundo Tequila ApS	Denmark	100%	100%
- TOTDY ApS	Denmark	100%	100%
- I AM Drinks ApS	Denmark	100%	100%
Rekom R&D ApS	Denmark	100%	100%
Rhino Bar ApS	Denmark	100%	100%
Simpelt V ApS	Denmark	100%	100%
Sjux Bar ApS	Denmark	55%	55%

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NOTE 28 INTERESTS IN OTHER ENTITIES (CONTINUED)

NAME OF ENTITY	OWNERSHIP INTERESTS HELD BY THE GROUP		PLACE OF BUSINESS
	2022	2021	
Skaal ApS	100%	100%	Denmark
Stereo Bar ApS	100%	100%	Denmark
Stereo Bar Vestergade ApS	100%	100%	Denmark
The Australian Bar Aarhus ApS	100%	100%	Denmark
The Australian Bar København ApS	100%	100%	Denmark
The Australian Bar Odense ApS	100%	100%	Denmark
The Drunken Flamingo ApS	100%	100%	Denmark
TOTDY Cph. ApS	100%	100%	Denmark
Tyrolia Bier Klub ApS	100%	100%	Denmark
Tørst Bar ApS	100%	100%	Denmark
Rekom Aalborg ApS	100%	100%	Denmark
- Andy's Sprutten ApS	100%	100%	Denmark
- Den Nordjyske Ambassade ApS	100%	100%	Denmark
- Fabrikken, Aalborg ApS	100%	100%	Denmark
- FFB Invest Aalborg ApS	100%	100%	Denmark
- Giraffen ApS	100%	100%	Denmark
- La BAR/ Tyren ApS	100%	100%	Denmark
- Mexi BAR ApS	100%	100%	Denmark
- Rabalder Bar Kolding ApS	100%	100%	Denmark
- The Drunken Flamingo, Aalborg ApS	100%	100%	Denmark
- Viggos Værsthus ApS	100%	100%	Denmark
Rekom DK Invest ApS	100%	100%	Denmark
- Butchers, Silkeborg ApS	100%	100%	Denmark
- CRAZY DAISY, NÆSTVED ApS	100%	100%	Denmark
- Danskebar & Einstein Herning ApS	100%	100%	Denmark
- Danskebar, Roskilde ApS	100%	100%	Denmark
- ESKE'S ApS	100%	100%	Denmark
- James Bond - 007 ApS	100%	100%	Denmark
- Kompagnibar ApS	100%	100%	Denmark
- Lola Club Frederikshavn ApS	100%	100%	Denmark
- Lola Sønderborg ApS	100%	100%	Denmark
- Merik's Kælder ApS	100%	100%	Denmark
- PIONER BAR TØNDER ApS	100%	100%	Denmark
- PIONER BAR ESBJERG ApS	100%	100%	Denmark
- PIONER BAR VARDE ApS	100%	100%	Denmark
- Rabalder Bar Silkeborg ApS	100%	100%	Denmark
- Rustik - BAR og Natklub ApS	100%	100%	Denmark
- Temobar ApS	100%	100%	Denmark
- Temobar Viborg ApS	100%	100%	Denmark
- Zwei Grosse Bierbars, Aalborg ApS	83%	67%	Denmark
- Zwei Grosse Danmark ApS	83%	67%	Denmark
- Søllageret ApS	83%	67%	Denmark

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NOTE 28 INTERESTS IN OTHER ENTITIES (CONTINUED)

NAME OF ENTITY	OWNERSHIP INTERESTS HELD BY THE GROUP		PLACE OF BUSINESS
	2022	2021	
- ZGBB, Viborg ApS	100%	100%	Denmark
- Zwei Grosse Bier Horsens ApS	100%	100%	Denmark
- Zwei Grosse Bier Bar Vejle ApS	100%	100%	Denmark
- Zwei Grosse Bier Bar, Aalborg ApS	100%	100%	Denmark
- Zwei Grosse, Kolding ApS	100%	100%	Denmark
- Rekom Group Norge AS	100%	100%	Norway
- Rekom Norge AS	100%	100%	Norway
- Albi, Fredrikstad AS	100%	100%	Norway
- Beverly AS	100%	100%	Norway
- Brukbar Bergen AS	100%	100%	Norway
- Cafe Sting AS	100%	100%	Norway
- Dorsia Oslo AS	100%	100%	Norway
- Engene 12 Drammen AS	100%	100%	Norway
- Fridtjof Oslo AS	100%	100%	Norway
- HBB Bergen AS	100%	100%	Norway
- HBB Kristiansand AS	100%	100%	Norway
- HBB Stavanger AS	100%	100%	Norway
- HBB Trondheim AS	100%	100%	Norway
- HBB Tønsberg AS	100%	100%	Norway
- Heidis Bier BAR Oslo AS	100%	100%	Norway
- Heidis Bier BAR Drammen AS	100%	100%	Norway
- Hygge AS	100%	100%	Norway
- ISM Oslo AS	100%	100%	Norway
- Jennys AS*	50%	50%	Norway
- Johns Bar AS	100%	100%	Norway
- KJIO Rekom AS	100%	100%	Norway
- Kulturhuset på Kaien AS	100%	100%	Norway
- La Belle Drift AS	100%	100%	Norway
- Loulou Bergen AS	100%	100%	Norway
- LouLou Stavanger AS	100%	100%	Norway
- Nightpay Norge AS	100%	100%	Norway
- Proud Mary Stavanger AS	100%	100%	Norway
- Rabalder Bar Oslo AS	100%	100%	Norway
- Rabalder Bar Stavanger AS	100%	100%	Norway
- Rekom Drift Kristiansand AS	100%	100%	Norway
- Rekom Norge Drift 15 AS	100%	100%	Norway
- Rekom Norge Drift 18 AS	100%	100%	Norway
- Rekom Norge Drift 22 AS	100%	100%	Norway
- Rekom Norge Drift 23 AS	100%	100%	Norway
- Rekom Norge Drift 24 AS	67%	67%	Norway
- Rekom Norge Drift 25 AS	83%	67%	Norway
- Rekom R&D NUF (Norwegian affiliate)	83%	67%	Norway

Årsregnskap regnskapsåret 2022 for 915759696

OWNERSHIP HELD BY T

NOTE 28 INTERESTS IN OTHER ENTITIES (CONTINUED)

NAME OF ENTITY	PLACE OF BUSINESS	OWNERSHIP INTERESTS HELD BY THE GROUP	
		2022	2021
- Rekom RD Norge AS	Norway	100%	0%
- Rekom Tromsø AS	Norway	100%	100%
- Skjenken BAR og Bakgård AS	Norway	100%	100%
- Smedasundet Servering AS	Norway	100%	100%
- Stavanger Sportscafe AS	Norway	100%	100%
- Store Heyding AS	Norway	100%	100%
- Startorvets Gjestgiveri AS	Norway	100%	100%
- Winehouse Haugestrand AS	Norway	100%	100%
- Restaurasjonskompagniet Finland OY	Finland	100%	100%

NOTE 29 SUBSEQUENT EVENTS

No subsequent events have occurred after the balance sheet date that required adjustment to or disclosure in the consolidated financial statements.

Management's Statement

The Board of Directors and Executive Board have today considered and adopted the Annual Report of Rekom Group Holding ApS for the financial year 1 January - 31 December 2022.

The Annual Report has been prepared in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position at 31 December 2022 of the Group and the Parent Company and of the results of the Group and Parent Company operations and cash flows for 2022.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Group and the Parent Company, of the results for the year and of the financial position of the Group and the Parent Company as well as a description of the most significant risks and elements of uncertainty facing the Group and the Parent Company.

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

Copenhagen, 23 February 2023

EXECUTIVE BOARD

ADAM NEDERBY FALBERT

BOARD OF DIRECTORS

CLAUS JUEL JENSEN
CHAIRMAN

VILHELM EIGIL HAHN-PETERSEN

SOPHIE LOUISE KNAUER

RASMUS PHILIP BUHL LOKYIG

ADAM NEDERBY FALBERT

MORTEN NØDGAARD ALBÆK

Independent Auditor's Report

TO THE SHAREHOLDERS OF REKOM GROUP HOLDING APS

Opinion

In our opinion, the Consolidated Financial Statements give a true and fair view of the Group's financial position at 31 December 2022 and of the results of the Group's operations and cash flows for the financial year 1 January to 31 December 2022 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

Moreover, in our opinion, the Parent Company Financial Statements give a true and fair view of the Parent Company's financial position at 31 December 2022 and of the results of the Parent Company's operations for the financial year 1 January to 31 December 2022 in accordance with the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Rekom Group Holding ApS for the financial year 1 January – 31 December 2022, 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 statement of comprehensive income and cash flow statement for the Group ("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' 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.

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 Financial 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.

Management's Responsibilities for the Financial Statements

Financial Statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act and for the preparation of 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 Parent 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 Parent 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 judgment and maintain professional skepticism 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 Group's and the Parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on

the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Parent Company to cease to continue as a going concern. We evaluate the overall presentation, structure and content of financial statements, including the disclosures, and financial statements represent the underlying transactions in a manner that gives a true and fair view.

- Obtain sufficient appropriate audit evidence regarding information of the entities or business activities with which the Parent Company is associated to express an opinion on the Consolidated Financial Statements responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance on other matters, including the planned scope and timing of the audit and audit findings, including any significant deficiencies in internal control that we identify during our audit.

Hellerup, 23 February 2023

PricewaterhouseCoopers

Statautoriseret Revisionspartnerselskab
CVR No 33 77 19 31

Jacob F. Christensen

State Authorised
Public Accountant
mme18628

Definition of key figures and financial ratios

Key figures and ratios are disclosed in accordance with Recommendations & Ratios published by the Danish Finance Society, except for financial ratios marked with (*) as well as adjusted figures as these are either derived or not included in the Recommendations.

KEY FIGURES

Net working capital	=	Receivables and other current operating assets less trade payables and other payables and other current operating liabilities
Net interest-bearing debt	=	Interest-bearing debt including borrowings, lease liabilities and other interest-bearing payables less cash and cash equivalents
Adjusted net interest-bearing debt	=	Net interest-bearing debt less lease liabilities
Invested capital	=	Net working capital + property, plant and equipment, right-of-use assets and intangible assets including goodwill
Net financial expenses	=	Financial income less financial expenses
Adjusted free cash flow	=	Adjusted free cash flow comprises of free cash flow adjusted for payments for acquisition of subsidiaries and activities, lease liability repayments, interests paid on lease liabilities and special items.

FINANCIAL RATIOS

Gross margin	=	Revenue - cost of goods sold * 100 Revenue
EBTDA margin	=	Operating profit before amortisation, depreciation and special items * 100 Revenue
Return on equity (ROE)	=	Profit for the year Average equity
Return on invested capital (ROIC)	=	Operating profit before interest and tax (EBIT) less special items * 100 Average invested capital
Return on assets (ROA)	=	Profit for the year Average total assets
Solvency ratio	=	Equity less non-controlling interests including vendor loans Balance sheet total
Solvency ratio excl. IFRS 16	=	Equity less non-controlling interests including vendor loans Balance sheet total less lease liabilities
Gearing ratio*	=	Net interest-bearing debt Operating profit before amortisation, depreciation and special items
Gearing ratio excl. IFRS 16*	=	Net interest-bearing debt less lease liabilities Operating profit before amortisation, depreciation and special items

Parent Financial Statements

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PROFIT AND LOSS 1 JANUARY - 31 DECEMBER

IN THOUSANDS DKK	NOTES	2022	2021
General and administrative expenses		-51	92
Operating profit		-51	92
Finance income		4,956	9,537
Finance costs	5	-11,363	-16,042
Loss before tax		-6,478	-6,403
Income tax expenses	6	-278	80
Loss for the year		-6,756	-6,403

STATEMENT OF COMPREHENSIVE INCOME

IN THOUSANDS DKK	NOTES	2022
Loss for the year		-6,756
Other comprehensive income for the period, net of tax		0
Total comprehensive income for the period		-6,756

BALANCE SHEET 31 DECEMBER

IN THOUSANDS DKK	2022	2021
Investment in subsidiaries	651,642	651,642
Deferred tax asset	1,316	2,517
Total non-current assets	652,958	654,159
Intercompany	67,368	55,261
Other receivables	0	1
Cash and cash equivalents	36	10,176
Total current assets	67,404	65,438
Total assets	720,362	719,597

BALANCE SHEET 31 DECEMBER

IN THOUSANDS DKK	NOTES	2022
Share capital	8	18,425
Share premium		562,101
Reserve for treasury shares		-17,745
Retained earnings		-29,340
Total equity		533,441
Vendor loan		186,569
Total non-current liabilities		186,569
Current income tax liabilities		278
Intercompany		0
Other payables		74
Total current liabilities		352
Total liabilities		186,921
Total equity and liabilities		720,362

STATEMENT OF CHANGES IN EQUITY

IN THOUSANDS DKK	SHARE CAPITAL	SHARE PREMIUM	RESERVE FOR TREASURY SHARES	RETAINED EARNINGS	TOTAL
Equity at 01.01.2022	17,635	530,664	-16,075	-92,152	510,092
Loss for the period	0	0	0	-6,756	-6,756
Other comprehensive income	0	0	0	0	0
Total comprehensive income for the period	0	0	0	-6,756	-6,756
Conversion of loans	0	0	0	0	0
Capital increase	790	31,417	0	0	32,207
Purchase of treasury shares	0	0	1,125	-432	693
Sale of treasury shares	0	0	-2,795	0	-2,795
Transactions with owners in their capacity as owners	790	31,417	-1,670	-432	30,105
Equity at 31.12.2022	18,425	562,101	-17,745	-99,340	533,441

CASH FLOW STATEMENT 1 JANUARY - 31 DECEMBER

IN THOUSANDS DKK	NOTES	2022
Cash flows from operating activities		
Operation profit for the year		-51
Change in net working capital	13	-212
Cash flows from operating activities before special items, financials and tax		-262
Interest income received		4,956
Interest expense paid		-11,284
Income taxes paid/received		0
Cash flow from operating activities (CFFO)		-6,690
Cash flows from investing activities		
Capital injection in subsidiary		0
Cash flow from investing activities (CFFI)		0
Free cash flow (FCF)		-6,690
Cash flows from financing activities		
Cash received from merger		0
Repayment of borrowings		-33,430
Proceeds from borrowings		10,107
Proceeds from group enterprises		0
Repayment of group enterprises		-10,467
Equity shareholder increase		32,207
Purchase of own shares		-1,670
Other adjustments		-197
Cash flow from financing activities (CFFF)		-3,450
Changes in cash and cash equivalents		-10,140
Cash and cash equivalents at the beginning of the financial year		10,176
Cash and cash equivalents, end of the year		36

Notes to the Parent Financial Statements

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NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Rekom Group Holding ApS was founded on 12 March 2018. The Financial Statements for the company, Rekom Group Holding ApS have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union as well as additional Danish disclosure requirements applying to entities of reporting class B.

The functional currency of the Company is DKK.

General information on recognition and measurement

The Financial Statements have been prepared under the historical cost method.

New standards

The IASB has issued a number of new or amended standards and interpretations effective for financial years beginning on or after 1 January 2022.

There are no IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the company.

FOREIGN CURRENCY TRANSLATION

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs.

General and administrative expenses

General and administrative expenses include expenses relating to the Company's ordinary activities.

Finance income

Finance income comprise interest income, including receivables and transactions in foreign currencies as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Finance expenses

Finance expenses comprise interest expenses, including payables and transactions in foreign currencies as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Income tax and deferred tax

The company is jointly taxed with the parent company CC Fly Invest ApS and the Danish subsidiaries. The Danish income tax payable is allocated between the jointly taxed Danish companies based on their proportion of taxable income (full absorption including reimbursement of tax deficits). The jointly taxed companies are taxed under the Danish Tax Payment Scheme. Additions, deductions and allowances are recognised under financial income or financial costs.

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Impairment tests are performed on subsidiaries if events or changes in circumstances indicate that their carrying amount may not be recoverable. If cost exceeds the recoverable amount measured as value-in-use, the carrying amount is written down to the recoverable amount.

Receivables

Receivables are initially recognised at fair value adjusted for any transaction costs. Subsequently, receivables are measured at amortised cost, which usually corresponds to the nominal value. Write-down is made to net realisable value to provide for expected losses.

EQUITY

Dividend distribution

Dividends are recognised as a liability at the time of adoption at the general meeting.

Share Premium

Share Premium relate to capital increases and decreases.

Treasury share reserve

The reserve comprises the nominal value of treasury shares. The difference between the market price paid and the nominal value plus dividends on treasury shares is recognised directly as retained earnings in equity.

Vendor loan and other payables
Vendor loan consists of convertible debt notes measured at amortised cost. Other debt or liabilities covering trade creditors are recognised at amortized cost, which usually carries nominal value.

Statement of cash flow

The cash flow statement shows the cash flows during distributed on operating, investing and financing activities and cash equivalents at the beginning and at the end of the period.

Cash flows from operating activities are calculated using the indirect method and comprise profit for the year adjusted for changes in working capital, interest paid and received payments of corporate tax.

Cash flows from investing activities comprise payments with acquisitions and divestment of businesses and purchases of enterprises, activities and fixed asset investments as well as development, improvement, sale and short term bank deposits.

Cash flows from financing activities comprise changes in composition of the contributed capital and related to the raising of loans, instalments on interest-bearing debt, treasury shares, and payment of dividends.

Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents in hand and bank deposits.

NOTE 2 GOING CONCERN

REKOM delivered strong results in 2022 and had a record high revenue and EBITDA in 2022. All markets showed strong growth compared to 2021.

REKOM UK has a strong financial position at year end. In beginning of 2023 management secured DKK 175M in new external financing. Some was used to pay existing debt facilities and the rest is planned to fund further growth in UK. The risk of liquidity shortage in Rekom UK is considered low. The new financing facility has certain restrictions and covenants attached but Management is confident that Rekom UK will comply with all restrictions and covenants in the loan agreement.

Rekom Nordic has also a reasonable financial position at year end. Expectations for 2023 are positive and the overall risk for Rekom Nordics breaching its bank covenants are low. Management has secured additional funding of DKK 40M (Vendor Loan) in February 2023 from shareholders. Management has faith in REKOM NORDICS performing

according to the Board approved budget for 2023, but has also prepared contingency plans in case of negative budget deviation. In all scenarios, Management is confident that Rekom Nordics will comply with covenants in loan agreements.

The finance agreement of REKOM NORDICS has covenants that are sensitive to and depending on REKOM NORDICS performance on EBITDA and liquidity. In the management prepared scenarios there are assumptions on expectations to revenue, consumer behavior, costs, renits, wages and capex etc. Management does not expect any COVID-19 related restrictions during 2023.

Management assesses therefore that REKOM have sufficient liquidity and capital resources to continue their operations throughout 2023. Management therefore submits the annual report for 2022 on the assessment of going concern.

NOTE 3 SUBSEQUENT EVENTS

No subsequent events have occurred after the balance sheet date that required adjustment to or disclosure in the consolidated financial statements

NOTE 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

The judgements, estimates and assumptions made are based on historical experience and other factors that Management considers to be reliable, but which by their very nature are associated with uncertainty and unpredictability. These assumptions may prove incomplete or incorrect, and unexpected events or circumstances may arise. The most critical judgements, estimates and assumptions for the individual items are described below.

The company is also subject to risks and uncertainties that may lead to actual results differing from these estimates, both positively and negatively.

Impairment test of investments in subsidiaries

The Company tests, if there are indicators of impairment, whether investments in subsidiaries has suffered any impairment, in accordance with the accounting policy stated in note 1. The recoverable amounts of cash-generating units will be determined based on value-in-use calculations. These calculations require the use of estimates.

Investments in subsidiaries amounts to DKK 652 million and no impairment losses has been recognised in 2022.

Key assumptions used for impairment test of investments in subsidiaries

The carrying amount of the investments in subsidiaries is tested for impairment.

Investments in subsidiaries consist of a single cash-generating unit.

The method applied is the discounted cash flow model, which uses cash flow projections based on financial budgets approved by the board and Management covering a ten-year period. Management has based these projections on historical values of their existing business and expectations to future market and industry development.

A ten-year period has been used in the model as this is in line with the strategic time frame used by Management. The period in which the Company operates is not a cyclical business, which opinion that no significant additional uncertainty arises in the ten-year time period.

A fixed EBIT-margin is used in the model to reflect the industry in which the Company operates. The industry competition in the marketplace is high.

Cash flows during the ten-year period are discounted, ten-year period cash flows are extrapolated using the rates stated below. These growth rates are consistent with included in industry reports specific to the entertainment similar companies.

The recoverable amount is calculated based on value-in-use key assumptions are applied in the calculation.

Annual sales growth 2%, EBIT-margin - 13.5.6%, pre-tax WACC 7.8% (up from 7.7% and growth period of 2.0% (up from 1%).

A sensitivity analysis of the main assumptions in the model has been carried out to identify the lowest and/or highest the lowest growth rate for the investment.

With a sales growth of 2%, EBIT-margin constant at WACC 6.8% and 2.0% growth in the terminal period is above the booked value of the investment.

Based on the impairment test performed as at 31 December impairment is required.

NOTE 5 FINANCIAL EXPENSES

IN THOUSANDS DKK	2022	2021
Interest expenses	11,384	16,042
Total financial expenses	11,384	16,042

NOTE 6 TAX ON PROFIT FOR THE YEAR

IN THOUSANDS DKK	2022	2021
Current tax:		
Adjustment of prior year taxes	0	0
Current tax on profits for the year	278	0
Deferred tax on profit for the year and previous years	0	-80
Income tax expenses for the period	278	-80
Income tax expenses are specified as follows:		
Calculated 22% tax on profit for the year before income tax	-1,425	-1,426
Non deductible expenses incl interest deduction limitations	1,703	1,346
Income tax expense	278	-80
Effective tax rate	4%	1%

NOTE 7 INVESTMENT IN SUBSIDIARIES

IN THOUSANDS DKK	2022	2021
Cost:		
At 01.01.2022	651,642	533,000
Additions during the year	0	186,610
Disposals during the year	0	-69,968
Carrying amount 31.12.2022	651,642	651,642

NAME	PLACE OF REGISTERED OFFICE	VOTE	OWNERSHIP
CC Fly Holding II ApS	Copenhagen	100%	100%

NOTE 8 SHARE CAPITAL

The company's share capital is divided into three classes of shares: A-shares, B1-shares, B2-shares, B3-shares, B4-shares, B5-shares and B6-shares each of a nominal value of DKK 0.001. Each A-share shall carry one vote and none of the B1-, B2-, B3-, B4-, B5 or B6-shares shall carry any votes.

The company performed a share split of 1/10 as per 17/10-2022. From where the nominal value of the A-, B1-, B2-, B3-, B4-, B5- and B6-shares each of a nominal value of DKK 0.001 to DKK 0.001.

No distribution of dividends shall be made to the B1-, B2-, B3-, B4-, B5 or B6-shareholders before A-shares have received payment in full, i.e. have received re-payment of the capital invested.

IN THOUSANDS	2022					2021						
THE SHARE CAPITAL COMPRISE	NO. OF SHARES ('000)					NO. OF SHARES ('000)						
The share capital comprises:	A	B1	B2	B3	B4	B5	B6	B7	B8	B9	B10	
Ordinary shares (fully paid)	18,425,027											17,655,238
IN NUMBER OF SHARES ('000) IN EACH CLASS	A	B1	B2	B3	B4	B5	B6	B7	B8	B9	B10	
Changes in share capital 2022												
Opening balance	17,156,531	363,408	48,916	66,383	0	0	0	0	0	0	0	0
Capital increase at 03.05.2022	0	0	0	0	404,231	0	0	0	0	0	0	0
Capital increase at 11.05.2022	142,191	0	0	0	0	0	0	0	0	0	0	0
Capital increase at 12.08.2022	124,734	0	0	0	0	0	0	0	0	0	0	0
Total	17,423,456	363,408	48,916	66,383	404,231	0	0	0	0	0	0	17,655,238

NOTE 9 TREASURY SHARES

Treasury shares are held for sales to employees under the Groups share programme. The shares are valued each year in accordance with the group's share programme. The treasury shares are recognized at cost in the financial statements. The company's treasury shares amount to 1.6 % of the nominal value of the share capital.

NAME	SHARE CLASS	NUMBER OF SHARES ('000)	NOMINAL VALUE IN THOUSANDS DKK	ACQUISITION COST IN THOUSANDS DKK
Changes in treasury shares:				
Purchase of shares at 15.02.2021	A	89	1	480
Purchase of shares at 15.02.2021	B1	74	1	2
Purchase of shares at 15.02.2021	A	222	2	119
Purchase of shares at 15.02.2021	B1	224	2	6
Purchase of shares at 18.02.2021	A	693	6	470
Purchase of shares at 18.02.2021	B2	795	8	30
Purchase of shares at 30.08.2021	A	1,453	15	545
Purchase of shares at 05.11.2021	A	4,961	50	2,701
Purchase of shares at 05.11.2021	B1	1,306	13	35
Purchase of shares at 05.11.2021	B2	189	2	7
Purchase of shares at 06.11.2021	A	9	0	5
Sale of shares at 03.09.2021	A	-3,272	-33	-3,157
Sale of shares at 01.11.2021	A	-623	-6	-470
Sale of shares at 01.11.2021	B2	-795	-8	-30
Share split at 17.12.2021	A	213,691	-	-
Share split at 17.12.2021	B1	30,222	-	-
Share split at 17.12.2021	B2	5,961	-	-
Purchase of shares at 17.12.2021	A	6,812	7	208
Purchase of shares at 17.12.2021	B1	2,238	2	6
Treasury shares at 31.12.2021	A	244,247	244	15,437
Treasury shares at 31.12.2021	B1	35,818	36	183
Treasury shares at 31.12.2021	B2	6,623	7	23
Total treasury shares at 31.12.2021		286,688	287	15,643
Treasury shares at 31.12.2021	B1	35,818	36	181
Sale of shares at 09.02.2022	A	-3,344	-334	-261
Purchase of shares at 14.10.2022	A	21,728	2,173	1,612
Purchase of shares at 01.12.2022	A	7,666	767	310
Purchase of shares at 01.12.2022	B3	746	75	2
Purchase of shares at 06.12.2022	A	3,484	348	323
Purchase of shares at 06.12.2022	B5	394	39	2
Purchase of shares at 16.12.2022	A	1,120	112	111
Purchase of shares at 16.12.2022	B5	463	46	2
Purchase of shares at 16.12.2022	B6	97	10	1

NOTE 9 TREASURY SHARES (CONTINUED)

Treasury shares at 31.12.2022	A	274,901	3,311
Treasury shares at 31.12.2022	B1	35,818	36
Treasury shares at 31.12.2022	B2	6,623	7
Treasury shares at 31.12.2022	B3	746	75
Treasury shares at 31.12.2022	B5	857	85
Treasury shares at 31.12.2022	B6	97	10
Total treasury shares at 31.12.2022		319,042	3,524

NOTE 10 RELATED PARTIES

The company is controlled by CC Fly Invest ApS. The groups ultimate parent is CataCap II K/S.

Related parties with significant influence consist of the Group's Board of Directors and Executive Management plus close relatives. Related parties also include companies over which these persons exert considerable influence.

All transactions were carried out on terms equivalent to arm's length principles.

NOTE 11 CONTINGENT ASSETS, LIABILITIES AND OTHER FINANCIAL OBLIGATIONS

Charges and security

The following assets have been placed as security with bankers:

IN THOUSANDS DKK	9092	245,000
Surety		

Contingent liabilities

Joint taxation
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 company has secured a guarantee against its bor Credit Group. At year end this amounts to DKK 808 million at 31 December 2021).

The company has secured a guarantee against Rekomm facility at Nordsea. At year end this amounts to DKK 0 million at 31 December 2021).

NOTE 12 FINANCIAL RISK MANAGEMENT

Credit risks

Credit risks are limited to intercompany receivables, where the credit risk is considered low. No significant credit risks are tied to the Company's receivables.

Liquidity risks

The Company is not exposed to any significant liquidity risks, due to the fact that the Company's main activity is to own shares in subsidiaries.

The vendor loans expire in 2026, 2027 and 2029. Interest is rolled up until expiration. There is no current liquidity risk connected to the interest payments on these loans.

Foreign exchange risk and interest rate risk

Management consider the foreign exchange risk as immaterial due to the limited number of transactions and borrowings in foreign currency. The Company is not exposed to any significant interest rate risk as all borrowings are fixed rate loans.

Capital management

The Company's objectives when managing capital are to secure the Group's (investments in subsidiaries) ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital. Any surplus liquidity is used Management monitors the share and capital structure to ensure that the Company's capital resources support the strategic goals.

NOTE 13 CHANGES IN NET WORKING CAPITAL

IN THOUSANDS DKK	2022	2021
Changes in trade and other payables	0	198
Change in receivables from sales and other receivables	-212	3,699
	-212	3,697

NOTE 14 CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

IN THOUSANDS DKK	2022	2021
Proceeds from borrowings	10,107	30,500
Repayment of borrowings	-33,450	0
Receivables from intercompany	0	18,631
Repayment of intercompany	-13,973	0
Capital increase	32,206	78,400
Purchase of own shares	1,670	-957
Cash flow from financing activities at 31/12	-3,490	126,574



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