

MetroXpress Denmark A/S

Vestergade 18B, 1.
1456 København K
Denmark

CVR no. 26 21 58 46

Annual report 2020

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

15 July 2021

Marcel René Kohler
Chairman

Contents

Statement by the Board of Directors and the Executive Board	2
Auditor's report on the compilation of financial statements	3
Management's review	4
Company details	4
Operating review	5
Financial statements 1 January – 31 December	6
Income statement	6
Balance sheet	7
Statement of changes in equity	8
Notes	9

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of MetroXpress Denmark A/S for the financial year 1 January – 31 December 2020.

The annual report, which has not been audited, is presented in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2020 and of the results of the Company's operations for the financial year 1 January – 31 December 2020.

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

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

Copenhagen 15 July 2021
Executive Board:

Tomas Vanek
CEO

Board of Directors:

Marcel René Kohler
Chairman

Daniel Manser

Tomas Vanek

Management confirms that the Company fulfills the requirements to be exempt of audit.



Auditor's report on the compilation of financial statements

To the Management of MetroXpress Denmark A/S

We have compiled the financial statements of MetroXpress Denmark A/S for the financial year 1 January – 31 December 2020 based on the Company's bookkeeping records and other information provided by you.

The financial statements comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies.

We performed our work in accordance with ISRS 4410 *Engagements to Compile Financial Statements*.

We have applied our professional expertise in accounting and financial reporting to assist you in the preparation and presentation of these financial statements in accordance with the Danish Financial Statements Act. We have complied with the independence and other ethical requirements of the IESBA Codes of Ethics, which is based on fundamental principles of integrity, objectivity, professional competence and due care.

These financial statements and the accuracy and completeness of the information used to compile them are your responsibility.

Since a compilation engagement is not an assurance engagement, we are not required to verify the accuracy or completeness of the information you provided to us to compile these financial statements. Accordingly, we do not express an audit opinion or a review conclusion as to whether these financial statements are prepared in accordance with the Danish Financial Statements Act.

Copenhagen, 15 July 2021

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Martin Eiler
State Authorised
Public Accountant
mne32271

MetroXpress Denmark A/S
Annual report 2020
CVR no. 26 21 58 46

Management's review

Company details

MetroXpress Denmark A/S
Vestergade 18B, 1.
1456 København K
Denmark

CVR no.:	26 21 58 46
Established:	30 August 2001
Registered office:	Copenhagen
Financial year:	1 January – 31 December

Board of Directors

Marcel René Kohler, Chairman
Daniel Manser
Tomas Vanek

Executive Board

Tomas Vanek, CEO

Management's review

Operating review

Principal activities

MetroXpress Denmark A/S owns 30% of BTMX P/S (see however section "Subsequent events"). BTMX owns the leading Danish news brand B.T.

Development in activities and financial position

The income statement of the Company for 2020 shows a loss of DKK 7,400 thousand (2019: profit DKK 2,701 thousand), and at 31 December 2020 the balance sheet of the Company shows negative equity of DKK 243,609 thousand (2019: DKK -236,210).

BTMX P/S produced in 2020 a loss of DKK 14 million (2019: profit of DKK 15 million).

Uncertainty regarding recognition and measurement

Investments

The valuation of the investment in BTMX P/S (recognised at cost) is based on a number of assumptions, including development in revenue, profitability, cash flow, terminal period and the level of discount rate. These assumptions are associated with an inherent risk of uncertainty and thus impairment, which could be significant.

Equity and capital structure

The Company has negative equity of DKK 243,609 thousand and is therefore comprised by the rules of section 119 of the Danish Companies Act regarding the Board of Directors' obligation to take measures to restore the share capital of the Company. The Company is financed by the Parent Company, TX Group AG. TX Group AG, has confirmed its intention to provide Metroxpress Denmark A/S with the liquidity required to settle its liabilities until the adoption of the annual report for 2021.

Following the events explained in section "Subsequent events" the Company is planned dissolved.

Subsequent events

The Company's shares in BTMX P/S and BTMX General Partner ApS have been sold in 2021 with a loss of approx DKK 7 million compared to the carrying value at 31 December 2020.

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

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2020	2019
Revenue		71	6,901
Other external costs		-222	-3,233
Gross profit/loss		-151	3,668
Staff costs	2	-2	-3,176
Operating profit		-153	492
Value adjustment investments in participating interests		0	11,660
Financial income		5	0
Financial expenses	3	-7,252	-7,056
Profit/loss before tax		-7,400	5,096
Tax on profit/loss for the year	4	0	-2,395
Profit/loss for the year		-7,400	2,701
Proposed profit appropriation/distribution of loss			
Retained earnings		-7,400	2,701
		-7,400	2,701

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2020	2019
ASSETS			
Fixed assets			
Investments	5		
Participating interests		75,017	75,017
Total fixed assets		75,017	75,017
Current assets			
Receivables			
Trade receivables		314	1,242
Prepayments		0	4
		314	1,246
Cash at bank and in hand		6,324	6,444
Total current assets		6,638	7,690
TOTAL ASSETS		81,655	82,707
EQUITY AND LIABILITIES			
Equity			
Contributed capital	6	662	662
Retained earnings		-244,272	-236,872
Total equity		-243,610	-236,210
Liabilities			
Non-current liabilities	7		
Payables to group entities		325,230	318,014
Current liabilities			
Trade payables		2	64
Other payables		33	839
		35	903
Total liabilities		325,265	318,917
TOTAL EQUITY AND LIABILITIES		81,655	82,707
Contractual obligations, contingencies, etc.	8		
Related party disclosures	9		

Financial statements 1 January – 31 December

Statement of changes in equity

DKK'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2020	662	-236,872	-236,210
Transferred over the distribution of loss	0	-7,400	-7,400
Equity at 31 December 2020	662	-244,272	-243,610

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of MetroXpress Denmark A/S for 2020 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Financial Statements for 2020 are presented in tDKK

Foreign currency translation

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

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

Income statement

Revenue

Revenue from the sale of advertisements is recognised in the income statement when delivery and transfer of risk to the buyer have been made before year end.

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

Other external costs

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

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation and impairment of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Dividends from equity investments in participating interests measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Tax on profit/loss for the year

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

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Balance sheet

Investments

Equity investments in participating interestss are measured at cost. If cost exceeds the net realisable value, writedown is made to this lower value.

Impairment of fixed assets

The carrying amount of equity investments in participating interests is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the forecast net cash flows from the use of the asset or the group of assets, including forecast net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Receivables

Receivables are measured at amortised cost.

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

Receivables with no objective indication of individual impairment are assessed for objective indication of impairment on a portfolio basis. The portfolios are primarily based on the debtors' registered offices and credit rating in accordance with the Company's credit risk management policy. The objective indicators used in relation to portfolios are determined on the basis of historical loss experience.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Liabilities

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

Financial statements 1 January – 31 December

Notes

DKK'000	2020	2019		
2 Staff costs				
Wages and salaries	2	2,919		
Pensions	0	223		
Other social security costs	0	34		
	2	3,176		
Average number of full-time employees	1	4		
The Board of Directors and The Executive Board receives no remuneration as they are employed by the parent company.				
3 Financial expenses				
Interest expense to group entities	7,216	7,056		
Other interest expenses	36	0		
	7,252	7,056		
4 Tax on profit/loss for the year				
Tax credit scheme (development costs) concerning previous years	0	-2,395		
	0	-2,395		
5 Investments				
DKK'000		Participating interests		
Cost at 1 January 2020		75,017		
Cost at 31 December 2020		75,017		
Carrying amount at 31 December 2020		75,017		
Name/legal form	Registered office	Voting rights and ownership interest	Equity	Profit/loss for the year
			DKK'000	DKK'000
BTMX P/S	Copenhagen	30%	182,630	-14,012
BTMX General Partner ApS	Copenhagen	30%	36	1
			182,666	-14,011

Financial statements 1 January – 31 December

Notes

6 Equity

The contributed capital consists of 662 shares of a nominal value of DKK 1,000 each.

All shares rank equally.

7 Non-current liabilities

DKK'000	2020	2019
After 5 years	325,230	318,014

The Parent Company TX Group AG has confirmed its intention to provide MetroXpress Denmark A/S with the liquidity required to settle its liabilities until the adoption of the annual report for 2021.

8 Contractual obligations, contingencies, etc.

The Company's deferred tax asset amounts approx. DKK 60 million. The tax asset has not been recognized as utilization is uncertain.

9 Related party disclosures

The Company's related parties comprise TX Group AG (owner).

Consolidated financial statements

MetroXpress Denmark A/S is part of the consolidated financial statements of TX Group AG, Werdstrasse 21 Zurich, 8021 Switzerland, which is the smallest and largest group in which the Company is included as a subsidiary.

The consolidated financial statements of TX Group AG can be obtained by contacting the Company at the address above or at <https://tx.group/en/group/investor-relations/reports>.