# Deloitte.

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Lomax A/S Central Business Registration No 14749292 Elsenbakken 37 3600 Frederikssund

Annual report 2015

The Annual General Meeting adopted the annual report on 18.05.2016

### **Chairman of the General Meeting**

Name: Peter Korsholm

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### **Entity details**

### Entity

Lomax A/S Elsenbakken 37 3600 Frederikssund

Central Business Registration No: 14749292 Founded: 21.12.1990 Registered in: Frederikssund Financial year: 01.01.2015 - 31.12.2015 1

Internet: http://www.lomax.dk

### **Board of Directors**

Peter Korsholm, chairman Michael Lerche Karsten Johan Busck Morten Strømsted

### **Executive Board**

Michael Lerche

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 PO Box 1600 0900 Copenhagen C

### Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Lomax A/S for the financial year 01.01.2015 - 31.12.2015.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015.

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

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

Frederikssund, 18.05.2016

### **Executive Board**

Michael Lerche

### **Board of Directors**

Peter Korsholm chairman

Michael Lerche

Karsten Johan Busck

Morten Strømsted

### **Independent auditor's reports**

### To the owner of Lomax A/S

### **Report on the financial statements**

We have audited the financial statements of Lomax A/S for the financial year 01.01.2015 - 31.12.2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

#### Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the 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.

#### Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Entity's preparation of financial statements that give a true and fair view 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 Entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our audit has not resulted in any qualification.

#### Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31.12.2015 and of the results of its operations for the financial year 01.01.2015 - 31.12.2015 in accordance with the Danish Financial Statements Act.

# Independent auditor's reports

### Statement on the management commentary

Pursuant to the Danish Financial Statements Act, we have read the management commentary. We have not performed any further procedures in addition to the audit of the financial statements.

On this basis, it is our opinion that the information provided in the management commentary is consistent with the financial statements.

Copenhagen, 18.05.2016

### Deloitte

Statsautoriseret Revisionspartnerselskab CVR-nr. 33963556

Henrik Kjelgaard State Authorised Public Accountant Christian Dahlstrøm State Authorised Public Accountant

# Management commentary

	2015 DKK'000	2014 DKK'000	2013 DKK'000	2012 DKK'000	2011 DKK'000
Financial high-					
lights					
Key figures					
Revenue	413.384	365.813	300.353	279.200	282.800
Gross profit/loss	81.992	74.636	62.913	57.622	51.013
EBITDA	34.106	30.386	22.825	22.069	17.705
Operating profit/loss	29.011	14.697	12.870	15.941	11.875
Net financials	1.155	919	(118)	16	(212)
Profit/loss for the year	23.334	11.973	14.383	12.351	8.987
Total assets	105.007	99.663	87.326	85.026	84.431
Investments in property,				2,442	
plant and equipment	1.737	2.739	4.760	3.413	4.537
Equity	35.579	39.245	51.328	48.945	44.594
Employees in average	108	99	89	81	82
Ratios					
Return on equity (%)	62,4	26,4	28,7	26,4	20,2
Solvency ratio (%)	33,9	39,4	58,8	57,6	52,8
Earnings ratio	7,9	8,3	7,5	7,9	6,2
Return on assets	35,8	17,7	25,9	23,6	18,6

### Management commentary

### **Primary activities**

Lomax A/S provides office equipment, office technology, furniture and accessories etc. via sales catalogues and web sales throughout the country.

### **Development in activities and finances**

Lomax A/S' revenue in 2015 amounts to DKK 413,4 million, which corresponds to an increase of 13.0 % compared to the revenue in 2014.

Earning Before Interest Taxes Depreciation and Amortisation (EBITDA) amounted to DKK 34.1 million, which corresponds to an increase of DKK 3.7 million or 12.2 % compared to 2014.

The Company has had an increase in EBITDA, which is the result of increased revenue and a stronger profile in the market. At consolidated Lomax Group level, EBITDA totals DKK 37.6 million for 2015, corresponding to an increase of 12.9 % compared to 2014. The performance and growth are perceived as being very strong and satisfactory.

### Outlook

The Company expects an increase in revenue and expects for 2016 a similar net result as in 2015 before non-recurring costs.

### Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would influence the evaluation of this annual report.

### **Reporting class**

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

The accounting policies applied for these financial statements are consistent with those applied last year.

In accordance with the Danish Financial Statements Act §112, the Company has chosen to omit the consolidated financial statements.

#### **Recognition and measurement**

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

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

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

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

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

#### **Foreign currency translation**

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date. Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

### **Income statement**

#### Revenue

Revenue from sales of goods is recognised in the income statement when delivery and transfer of risk has been made and when it can be measured reliably. Revenue is recognised exclusive of VAT and net of discounts relating to sales.

#### Cost of sales

Cost of sales comprises cost of goods, freight, inventory write-downs, taxes and other delivery costs.

#### Other external expenses

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

#### Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for Entity staff.

#### Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses relating to property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year.

#### **Other operating expenses**

Other operating expenses include certain staff and other external costs of a non-recurring nature.

#### Income from investments in group enterprises

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

#### Other financial income

Other financial income comprises interest income on receivables from group enterprises, foreign currency transactions, amortisation of financial assets, etc.

#### Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, foreign currency transactions, amortisation of financial liabilities etc.

#### **Income taxes**

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

The Entity is jointly taxed with all Danish subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax loss-es).

#### **Balance sheet**

#### Goodwill

Goodwill is amortised straight-line over its estimated useful life which is fixed based on the experience gained by Management for each business area. The amortisation period ranges from 5 - 20 years for strategically acquired enterprises with a strong market position and a long-term earnings profile if the longer amortisation period is considered to give a better reflection of the benefit from the relevant resources.

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

#### Intellectual property rights etc

Intellectual property rights etc comprise of development projects in progress which relate to development the of the Entity's ERP-system.

Development projects on clearly defined and identifiable processes, for which the technical rate of utilisation, adequate resources and development opportunity in the Entity can be established, are recognised as intangible assets. Other development costs are recognised as costs in the income statement as incurred.

The cost of development projects comprises costs such as salaries and amortisation that are directly and indirectly attributable to the development projects.

#### Property, plant and equipment

Tangible assets are measured at cost less accumulated depreciation and less any accumulated impairment losses.

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

Depreciation is based on cost less the expected residual value based on the useful lives of the assets.

The depreciation is calculated on a straight-line basis over the expected useful lives of the assets, which are:

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

Assets with a cost less than DKK 12,600 are expensed in the year of the acquisition.

Profit or loss from sale of property, plant and equipment is measured as the difference between the actual sales price less sales cost and the booked value. Profit or loss from sale of property, plant and equipment is recognised in the income statement under depreciation, amortisation and impairment losses.

### Investments in group enterprises

The item "Investments in group enterprises" in the balance sheet includes the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of any remaining value of positive differences (goodwill) and deduction of any remaining value of negative differences (negative goodwill).

The total net revaluation of investments in subsidiaries, which is structured as ApS, A/S or similar, is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the parent company and adjusted for other equity movements in subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK 0. Any legal or constructive obligation of the parent company to cover the negative balance of the enterprise will be recognised in provisions. If the carrying amount of the negative equity value exceeds receivables, the remaining amount is recognised under provisions, to the extent that the parent company has a legal or actual obligation to cover the subsidiaries' obligations.

#### Inventories

Inventories are measured at the lower of cost using the FIFO method. Whenever cost exceeds net realisable value, cost is adjusted to the net realisable value.

The cost of goods for resale includes cost and other delivery expenses.

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

#### Receivables

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

#### Prepayments

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

#### Cash

Cash comprises cash in hand and bank deposits.

### Dividend

Dividend is recognised as a liability at the time of adoption at the general meeting. The proposed dividend for the financial year is disclosed as a separate item in equity.

#### **Deferred tax**

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

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

#### Other financial liabilities

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

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

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

#### Income tax receivable or payable

Current tax payable or receivable is recognised in the balance sheet, stated as tax calculated on this year's taxable income, adjusted for prepaid tax.

#### **Deferred income**

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

### **Cash flow statement**

In accordance with the Danish Financial Statements Act §86, 4, the Company has chosen to omit the cash flow statement.

### **Financial highlights**

Financial highlights are defined and calculated in accordance with "Recommendations & Ratios 2015" issued by the Danish Society of Financial Analysts.

Ratios	Calculation formula	Ratios reflect
Return on equity (%)	Profit/loss for the year x 100 Average equity	The Entity's return on capital invested in the Entity by the owners.
Soliditetsgrad (%)	<u>Equity x 100</u> Total assets	The financial strength of the Entity.
Earnings ratio	<u>EBITDA x 100</u> Revenue	The earnings ratio shows the Compa- ny's ability to adjust its costs to reve- nues.
Return on assets	<u>Profit before financials x 100</u> Total operating assets	Return on assets measures whether the Company is able to generate profits from the cross-subscribed capital.

# **Income statement for 2015**

	Notes	2015 DKK	2014 DKK'000
Revenue		413.384.054	365.813
Cost of sales		(255.315.947)	(226.698)
Other external expenses		(76.075.953)	(64.479)
Gross profit/loss		81.992.154	74.636
Staff costs	1	(47.886.190)	(44.250)
Depreciation, amortisation and impairment losses		(3.095.424)	(4.170)
Other operating expenses	2	(2.000.000)	(11.519)
Operating profit/loss		29.010.540	14.697
Income from investments in group enterprises		1.698.188	1.360
Other financial income	3	848.448	495
Other financial expenses	4	(1.391.510)	(936)
Profit/loss from ordinary activities before tax		30.165.666	15.616
Tax on profit/loss from ordinary activities	5	(6.832.074)	(3.643)
Profit/loss for the year		23.333.592	11.973
Proposed distribution of profit/loss			
Dividend for the financial year		25.000.000	0
Extraordinary dividend		27.000.000	0
Retained earnings		(28.666.408)	11.973
		23.333.592	11.973

# Balance sheet at 31.12.2015

	Notes	2015 DKK	2014 DKK'000
Goodwill		0	0
Development projects in progress		15.274.614	2.195
Intangible assets	6	15.274.614	2.195
	0		
Other fixtures and fittings, tools and equipment		2.859.996	5.036
Leasehold improvements		1.586.713	867
Property, plant and equipment	7	4.446.709	5.903
Investments in group enterprises		6.976.028	5.238
Fixed asset investments	8	6.976.028	5.238
Fixed assets		26.697.351	13.336
Manufactured goods and goods for resale		34.696.305	36.699
Prepayments for goods		2.276.671	4.936
Inventories		36.972.976	41.635
Trade receivables		26.772.998	23.215
Receivables from group enterprises		0	11.253
Other short-term receivables		7.510.937	7.414
Prepayments	9	2.540.921	1.630
Receivables		36.824.856	43.512
Cash		4.511.792	1.180
Current assets		78.309.624	86.327
Assets		105.006.975	99.663

# Balance sheet at 31.12.2015

	Notes	2015 DKK	2014 DKK'000
Contributed capital		1.063.627	1.064
Retained earnings		9.514.879	38.181
Proposed dividend		25.000.000	0
Equity		35.578.506	39.245
Provisions for deferred tax		3.975.378	1.561
Provisions		3.975.378	1.561
Other credit institutions	10	10.214.524	10.173
Non-current liabilities other than provisions		10.214.524	10.173
Other credit institutions		0	1.823
Trade payables		28.337.090	29.623
Debt to group enterprises		4.242.331	3.214
Income tax payable		4.418.074	0
Other payables		17.953.272	13.653
Deferred income	11	287.800	371
Current liabilities other than provisions		55.238.567	48.684
Liabilities other than provisions		65.453.091	58.857
Equity and liabilities		105.006.975	99.663
	10		
Contingent liabilities	12		
Assets charged and collateral	13		
Ownership	14		

# **Statement of changes in equity for 2015**

	Contributed capital DKK	Retained earnings DKK	Proposed extraordina- ry dividend DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	1.063.627	38.181.287	0	0	39.244.914
Extraordinary dividend paid	0	0	(27.000.000)	0	(27.000.000)
Profit/loss for the year	0	(28.666.408)	27.000.000	25.000.000	23.333.592
Equity end of year	1.063.627	9.514.879	0	25.000.000	35.578.506

	2015 DKK	2014 DKK'000
1. Staff costs		
Wages and salaries	44.271.517	41.331
Pension costs	668.562	481
Other social security costs	731.229	575
Other staff costs	2.214.882	1.863
	47.886.190	44.250
Average number of employees	108_	99

Pursuant to the Danish Financial Statements Act section 98 B (3 no 2) remuneration of the Company's Management.

### 2. Other operating expenses

Other operating expenses consist of certain staff costs and other external costs of a non-recurring nature.

	2015 DKK	2014 DKK'000
3. Other financial income		
Financial income arising from group enterprises	17.720	108
Other financial income	830.728	387
	848.448	495
	2015 DKK	2014 DKK'000
4. Other financial expenses		
Financial expenses from group enterprises	0	3
Other financial expenses	1.391.510	933
	1.391.510	936
	2015 DKK	2014 DKK'000
5. Tax on ordinary profit/loss for the year		
Current tax	4.418.074	3.111
Change in deferred tax for the year	2.497.245	532
Adjustment relating to previous years	(83.245)	0
	6.832.074	3.643

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	Investments in group en- terprises DKK
8. Fixed asset investments	
Cost beginning of year	1.581.777
Additions	39.725
Cost end of year	1.621.502
Revaluations beginning of year	3.656.338
Share of profit/loss after tax	1.698.188
Revaluations end of year	5.354.526
Revaluations end of year	5.354

Carrying amount end of year

	Registered in	Corpo- rate form	Equity interest %
Subsidiaries:			
Komplementarselskabet Elsenbakken	Copenhagen	ApS	100,00
K/S Elsenbakken	Copenhagen	K/S	100,00

### 9. Prepayments

Prepayments consist of prepaid expenses etc.

### 10. Other short-term bank loans

All the long-term debt to credit institutions is due after five years.

### 11. Short-term deferred income

Deferred income consists of invoices where the risk has not been transferred to the customer.

### 12. Contingent liabilities

Rent obligation amounts to DKK 34,450 thousand (2014: DKK 30,226 thousand).

Liability regarding not paid share capital regarding K/S Elsenbakken amounts to DKK 16,500 thousand as at 31 December 2015.

6.976.028

The Company has a guarantee obligation towards K/S Elsenbakken for mortage loans amounting to DKK 15,526 thousand as at 31 December 2015.

The Company participates in a Danish joint taxation arrangement in which Lion Danmark I ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is, therefore, liable for the jointly taxed companies and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

### 13. Assets charged and collateral

The Company has pledged the Company's intangible assets, tangible assets, investments in group enterprises, inventory and receivables as security for the loan agreement.

### 14. Ownership

The following shareholder is recorded in the Company's register of shareholders as holding at least 5 % of the votes or at least 5 % of the share capital:

Lion Danmark II ApS Elsenbakken 37 3600 Frederikssund