

**OTG-Cani Denmark A/S
Central Business Registration No
16703079**

Annual report 2015

The Annual General Meeting adopted the annual report on 07.03.2016

Chairman of the General Meeting

Name: Ib Andersen

Contents

	<u>Page</u>
Entity details	1
Statement by Management on the annual report	2
Independent auditor's reports	3
Management commentary	5
Accounting policies	6
Income statement for 2015	10
Balance sheet at 31.12.2015	11
Statement of changes in equity for 2015	13
Notes	14

Entity details

Entity

OTG-Cani Denmark A/S

Tinvej 1

8940 Randers

Central Business Registration No: 16703079

Registered in: Randers

Financial year: 01.01.2015 - 31.12.2015

Board of Directors

Ib Andersen

John Edward Capps

Niels Christen Hjorth Stenild

Richard Todd Sansone

Kirk Anthony Mason

Executive Board

Ib Andersen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus 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 OTG-Cani Denmark 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.

Randers, 01.03.2016

Executive Board

Ib Andersen

Board of Directors

Ib Andersen

John Edward Capps

Niels Christen Hjorth Stenild

Richard Todd Sansone

Kirk Anthony Mason

Independent auditor's reports

To the owners of OTG-Cani Denmark A/S

Report on the financial statements

We have audited the financial statements of OTG-Cani Denmark 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.

Aarhus, 01.03.2016

Deloitte

Statsautoriseret Revisionspartnerselskab

Søren Lassen

State Authorised Public Accountant

Management commentary

Primary activities

The Company's activity is sale of angling equipment with the majority of sales in the domestic market.

Development in activities and finances

Profit for 2015 amounted to DKK 1,377k, which is lower than expected mainly due to the rising dollar rate.

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.

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of a few provisions for reporting class C enterprises.

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

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. Property, plant and equipment, intangible assets, inventories and other non-monetary assets that have been purchased in foreign currencies are translated using historical rates.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of finished goods, cost of raw materials and consumables and external expenses.

Accounting policies

Revenue

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

Cost of sales

Cost of sales comprises costs of sales for the financial year measured at cost, adjusted for ordinary inventory write-downs.

Other external expenses

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

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 intangible assets and property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual asset and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Other financial income

Other financial income comprises interest income, on receivables from group enterprises, payables and transactions in foreign currencies as well as tax relief under the Danish Tax Prepayment Scheme etc.

Other financial expenses

Other financial expenses comprise interest expenses.

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.

Accounting policies

Balance sheet

Property, plant and equipment

Land and buildings, plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses. Land is not depreciated.

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

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

Buildings	50 years
Other fixtures and fittings, tools and equipment	2-5 years

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

Inventories

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

Cost of goods for resale consists of purchase price plus delivery costs.

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

Receivables

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

Income tax payable or receivable

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.

Prepayments

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

Cash

Cash comprises cash in hand and bank deposits.

Accounting policies

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.

Mortgage debt

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

Operating leases

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

Other financial liabilities

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

Income statement for 2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Gross profit		6,288,208	9,417,432
Staff costs	1	(4,294,925)	(5,188,689)
Depreciation, amortisation and impairment losses	2	<u>(182,175)</u>	<u>(197,716)</u>
Operating profit/loss		1,811,108	4,031,027
Other financial income		94,202	26,334
Other financial expenses	3	<u>(90,083)</u>	<u>(97,513)</u>
Profit/loss from ordinary activities before tax		1,815,227	3,959,848
Tax on profit/loss from ordinary activities	4	<u>(438,352)</u>	<u>(974,562)</u>
Profit/loss for the year		<u>1,376,875</u>	<u>2,985,286</u>
 Proposed distribution of profit/loss			
Dividend for the financial year		1,350,000	2,500,000
Retained earnings		<u>26,875</u>	<u>485,286</u>
		<u>1,376,875</u>	<u>2,985,286</u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Land and buildings		1,333,115	1,405,885
Other fixtures and fittings, tools and equipment		656,244	208,625
Property, plant and equipment	5	<u>1,989,359</u>	<u>1,614,510</u>
Fixed assets		<u>1,989,359</u>	<u>1,614,510</u>
Manufactured goods and goods for resale		1,302,164	1,366,361
Inventories		<u>1,302,164</u>	<u>1,366,361</u>
Trade receivables		6,095,043	7,155,755
Receivables from group enterprises		3,447,977	1,950,971
Income tax receivable		6,487	0
Prepayments		80,231	220,429
Receivables		<u>9,629,738</u>	<u>9,327,155</u>
Cash		<u>5,174,560</u>	<u>5,741,300</u>
Current assets		<u>16,106,462</u>	<u>16,434,816</u>
Assets		<u>18,095,821</u>	<u>18,049,326</u>

Balance sheet at 31.12.2015

	<u>Notes</u>	<u>2015 DKK</u>	<u>2014 DKK</u>
Contributed capital	6	2,500,000	2,500,000
Retained earnings		5,689,523	5,662,648
Proposed dividend		1,350,000	2,500,000
Equity		<u>9,539,523</u>	<u>10,662,648</u>
Provisions for deferred tax		211,000	187,000
Provisions		<u>211,000</u>	<u>187,000</u>
Current portion of long-term liabilities other than provisions		0	54,962
Trade payables		248,301	624,753
Debt to group enterprises		5,897,304	3,834,594
Income tax payable		0	180,827
Other payables	7	2,199,693	2,504,542
Current liabilities other than provisions		<u>8,345,298</u>	<u>7,199,678</u>
Liabilities other than provisions		<u>8,345,298</u>	<u>7,199,678</u>
Equity and liabilities		<u><u>18,095,821</u></u>	<u><u>18,049,326</u></u>
Unrecognised rental and lease commitments	8		
Consolidation	9		

Statement of changes in equity for 2015

	Contributed capital DKK	Retained earnings DKK	Proposed dividend DKK	Total DKK
Equity beginning of year	2,500,000	5,662,648	2,500,000	10,662,648
Ordinary dividend paid	0	0	(2,500,000)	(2,500,000)
Profit/loss for the year	0	26,875	1,350,000	1,376,875
Equity end of year	2,500,000	5,689,523	1,350,000	9,539,523

Notes

	2015	2014
	DKK	DKK
1. Staff costs		
Wages and salaries	3,964,329	4,952,044
Other staff costs	330,596	236,645
	4,294,925	5,188,689
2. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	182,175	197,716
	182,175	197,716
3. Other financial expenses		
Interest expenses	89,946	97,513
Other financial expenses	137	0
	90,083	97,513
4. Tax on ordinary profit/loss for the year		
Current tax	412,202	982,586
Change in deferred tax for the year	24,000	(8,000)
Adjustment relating to previous years	2,150	(24)
	438,352	974,562

Notes

	Land and buildings DKK	Other fix- tures and fittings, tools and equipment DKK
5. Property, plant and equipment		
Cost beginning of year	2,587,835	1,844,351
Additions	0	557,024
Cost end of year	2,587,835	2,401,375
Depreciation and impairment losses beginning of the year	(1,181,950)	(1,635,726)
Depreciation for the year	(72,770)	(109,405)
Depreciation and impairment losses end of the year	(1,254,720)	(1,745,131)
Carrying amount end of year	1,333,115	656,244
	Par value DKK	Nominal value DKK
6. Contributed capital		
Ordinary shares	1,000.00	2,500,000
	2,500	2,500,000
	2015 DKK	2014 DKK
7. Other short-term payables		
VAT and duties	1,142,281	1,256,251
Wages and salaries, personal income taxes, social security costs, etc. payable	65,821	228,206
Holiday pay obligation	672,468	580,000
Other costs payable	319,123	440,085
	2,199,693	2,504,542
	2015 DKK	2014 DKK
8. Unrecognised rental and lease commitments		
Commitments under rental agreements or leases until expiry	199,042	453,410

Notes

9. Consolidation

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

Jarden Corporation, 1800 North Military Trail, Florida