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Scanavo A/S

Roskildevej 328 2630 Taastrup, Denmark Business Registration No 18718235

Annual report 2017

The Annual General Meeting adopted the annual report on 28.05.2018

Chairman of the General Meeting

Name: Tino Thorbjørn Sølling

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Entity details

Entity

Scanavo A/S Roskildevej 328 2630 Taastrup, Denmark

Central Business Registration No (CVR): 18718235

Registered in: Høje Taastrup

Financial year: 01.01.2017 - 31.12.2017

Website: www.scanavo.com E-mail: sales@scanova.com

Board of Directors

Bettina Sølling Jeanette Sigrid Sølling Tino Thorbjørn Sølling

Executive Board

Tino Thorbjørn Sølling, CEO

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 P.O. Box 1600 0900 Copenhagen C, Denmark

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Scanavo A/S for the financial year 01.01.2017 - 31.12.2017.

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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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.

Taastrup, 28.05.2018

Executive Board

Tino Thorbjørn Sølling CEO

Board of Directors

Bettina Sølling

Jeanette Sigrid Sølling

Tino Thorbjørn Sølling

Independent auditor's report

To the shareholders of Scanavo A/S Opinion

We have audited the financial statements of Scanavo A/S for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared 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 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

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

Management's responsibilities for the 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.

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

Auditor's responsibilities for the audit of the 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 judgement and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

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 Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the 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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Statement on the management commentary

Management is responsible for the management commentary.

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

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

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

Independent auditor's report

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

Copenhagen, 28.05.2018

Deloitte

Statsautoriseret Revisionspartnerselskab Central Business Registration No (CVR) 33963556

Morten Speitzer State-Authorised Public Accountant Identification No (MNE) mne10057

Management commentary

	2017	2016	2015	2014	2013
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Financial highlights					
Key figures					
Gross profit	53.226	72.545	42.501	42.701	40.959
Operating profit/loss	32.242	52.257	24.713	26.396	25.371
Net financials	3.508	7.019	14.707	11.912	8.220
Profit/loss for the year	28.945	47.778	33.585	31.921	27.400
Total assets	64.524	96.241	85.906	96.463	87.953
Investments in property,	506	741	360	160	884
plant and equipment	300	741	300	100	004
Equity	44.910	65.163	50.674	46.856	43.654
Ratios					
Return on equity (%)	52,6	82,5	68,9	70,5	64,3
Equity ratio (%)	69,6	67,7	59,0	48,6	49,6

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

Ratios	Calculation formula	Calculation formula reflects
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.
Equity ratio (%)	Equity x 100 Total assets	The financial strength of the entity.

Management commentary

Primary activities

The Group's primary activity comprises the sale and marketing of Media Packaging. In recent years, the Group has developed customised packaging and has, subsequently, taken out a patent on it. Manufacturing and implementation of new products are managed from the Company's subsidiary in Hong Kong. Today, sales are carried out worldwide by the Group's sales companies in Europe, North America and Asia, respectively.

Development in activities and finances

The annual report for 2017 shows a profit before tax of DKK 35,750 thousand and profit after tax of DKK 28,945 thousand, which Management finds satisfactory.

Unusual circumstances affecting recognition and measurement

The Group's Management does not find that greater uncertainty regarding recognition and measurement in the annual report exists apart from what can normally be expected in connection with an enterprise of a similar size.

Outlook

Management is cautiously optimistic regarding earnings for the coming year.

Particular risks

The Company's Management does not believe that there are any significant business risks apart from what can be considered normal business risks.

Environmental performance

The Company has prepared a Green Statement that gives an account of the Company's strategy in relation to environmental issues and sustainability. The Company's primary objective is to use materials that can be recycled and which reduce the extent of raw materials used in the Company's products.

Research and development activities

The Company is engaged in product development on an ongoing basis in order to be able to adapt to the opportunities arising in the market.

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.

Income statement for 2017

	Notes	2017 DKK	2016 DKK'000
Gross profit		53.226.470	72.545
Staff costs	2	(20.320.387)	(19.624)
Depreciation, amortisation and impairment losses	3	(663.980)	(664)
Operating profit/loss		32.242.103	52.257
Income from investments in group enterprises		5.022.081	7.470
Other financial income		415.098	430
Other financial expenses		(1.929.641)	(881)
Profit/loss before tax		35.749.641	59.276
Tax on profit/loss for the year	4	(6.804.891)	(11.498)
Profit/loss for the year	5	28.944.750	47.778

Balance sheet at 31.12.2017

	<u>Notes</u>	2017 DKK	2016 DKK'000
Plant and machinery		379.735	334
Other fixtures and fittings, tools and equipment		273.878	477
Property, plant and equipment	6	653.613	811
Investments in group enterprises		12.434.222	17.706
Receivables from group enterprises		3.786.697	4.304
Other receivables	_	510.765	499
Fixed asset investments	7	16.731.684	22.509
Fixed assets		17.385.297	23.320
Manufactured goods and goods for resale		6.261.638	10.891
Inventories		6.261.638	10.891
Trade receivables		27.208.123	24.400
Receivables from group enterprises		1.297.761	2.659
Receivables from associates		0	4.358
Deferred tax		358.600	310
Other receivables		3.198.943	4.846
Income tax receivable		1.684.379	0
Prepayments	8	69.621	120_
Receivables		33.817.427	36.693
Cash		7.059.773	25.337
Current assets		47.138.838	72.921
Assets		64.524.135	96.241

Balance sheet at 31.12.2017

	Notes	2017 DKK	2016 DKK'000
Contributed capital	9	3.750.000	3.750
Reserve for net revaluation according to the equity method		5.951.286	6.099
Retained earnings		6.209.059	7.314
Proposed dividend		29.000.000	48.000
Equity		44.910.345	65.163
Bank loans		4.284.700	860
Prepayments received from customers		349.523	1.713
Trade payables		5.263.563	7.531
Payables to group enterprises		139.707	48
Payables to shareholders and management		100.802	5.053
Income tax payable		0	2.976
Other payables		9.475.495	12.897
Current liabilities other than provisions		19.613.790	31.078
Liabilities other than provisions		19.613.790	31.078
Equity and liabilities		64.524.135	96.241
Events after the balance sheet date	1		
Unrecognised rental and lease commitments	10		
Contingent liabilities	11		
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Statement of changes in equity for 2017

	Contributed	Reserve for net revaluation according to the equity	Retained	Proposed
	capital	method	earnings	dividend
-	<u>DKK</u>	DKK_	<u>DKK</u>	DKK
Equity beginning of year	3.750.000	6.098.866	7.314.390	48.000.000
Ordinary dividend paid	0	0	0	(48.000.000)
Exchange rate adjustments Dividends from	0	(1.197.661)	0	0
group enterprises	0	(3.972.000)	3.972.000	0
Profit/loss for the year	0	5.022.081	(5.077.331)	29.000.000
Equity end of year	3.750.000	5.951.286	6.209.059	29.000.000

	Total <u>DKK</u>
Equity beginning of year	65.163.256
Ordinary dividend paid	(48.000.000)
Exchange rate adjustments	(1.197.661)
Dividends from group enterprises	0
Profit/loss for the year	28.944.750
Equity end of year	44.910.345

Notes

1. 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.

	2017 DKK	2016 DKK'000
2. Staff costs		
Wages and salaries	17.985.322	17.567
Pension costs	2.109.744	1.839
Other social security costs	225.321	218
	20.320.387	19.624
Average number of employees	32	29

Staff costs include remuneration and pension costs to the Executive Board and the Board of Directors.

In accordance with section 98b(3) of the Danish Financial Statements Act, no specification of amounts has been included.

	2017	2016
	DKK	DKK'000
3. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	663.980	664
	663.980	664
	2017	2016
	DKK	DKK'000
4. Tax on profit/loss for the year		
Current tax	6.853.810	11.519
Change in deferred tax	(48.400)	(8)
Adjustment concerning previous years	(519)	(13)
	6.804.891	11.498

Notes

	2017 DKK	2016 DKK'000
5. Proposed distribution of profit/loss		
Ordinary dividend for the financial year	29.000.000	48.000
Transferred to reserve for net revaluation according to the equity method	5.022.081	7.470
Retained earnings	(5.077.331)	(7.692)
_	28.944.750	47.778
		Other
		fixtures and
		fittings,
	Plant and	tools and
	machinery	equipment
	DKK	DKK
6. Property, plant and equipment		
Cost beginning of year	1.987.552	1.923.357
Additions	506.314	0
Cost end of year	2.493.866	1.923.357
Depreciation and impairment losses beginning of year	(1.653.640)	(1.445.990)
Depreciation for the year	(460.491)	(203.489)
·		
Depreciation and impairment losses end of year	(2.114.131)	(1.649.479)
Carrying amount end of year	379.735	273.878

Notes

7. Fixed asset investments	Invest- ments in group enterprises DKK	Receivables from group enterprises DKK	Other receivables DKK
Cost beginning of year	2.510.935	4.303.550	499.490
Exchange rate adjustments	0	(516.853)	0
Additions	0	0	11.275
Cost end of year	2.510.935	3.786.697	510.765
Revaluations beginning of year	15.194.867	0	0
Exchange rate adjustments	(1.197.661)	0	0
Share of profit/loss for the year	5.022.081	0	0
Dividend	(9.096.000)	0_	0
Revaluations end of year	9.923.287	O	0
Carrying amount end of year	12.434.222	3.786.697	510.765

			Equity
		Corpo-	inte-
		rate	rest
	Registered in	form	%
Investments in group enterprises comprise:			
Scanavo Market A/S	Taastrup	A/S	100,0
Scanavo Manufactoring Hong Kong Ltd.	Hong Kong	Ltd.	100,0

8. Prepayments

Prepayments comprise costs incurred concerning subsequent financial years.

			Nominal
		Par value	value
	<u>Number</u>	DKK	DKK
9. Contributed capital			
Ordinary shares	3.750	100	3.750.000
	3.750		3.750.000

Notes

	2017 DKK	2016 DKK'000
10. Unrecognised rental and lease commitments		
Liabilities under rental or lease agreements until maturity in total	1.001.211	977

11. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which TS Holding 2018 ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is, therefore, liable from the financial year 2013 for income taxes etc for the jointly taxed entities, but only for the share by which the Entity is included in the Group, and from 1 July 2012 also for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for these entities. The total known net liability of the jointly taxed entities under the joint taxation arrangement is evident from the administration company's financial statements.

12. Related parties with controlling interest

Scanavo A/S' related parties comprise the following:

- Scanavo Holding ApS, Taastrup, Denmark
- TS Holding 2018 ApS, Taastrup, Denmark
- Tino Thorbjørn Sølling (CEO), Solrød Strand, Denmark

13. Transactions with related parties

All transactions with related parties are on an arm's length basis.

14. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: TS Holding 2018 ApS, Business Registration No 39434156

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: TS Holding 2018 ApS, Business Registration No 39434156

Accounting policies

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 to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

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 rate in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit or loss

Referring to section 32 of the Danish Financial Statements Act, the items revenue, changes in inventories, cost of raw materials as well as other external costs have been aggregated in the item gross profit or loss.

Gross profit or loss comprises revenue, changes in inventories of finished goods and work in progress, own work capitalised, other operating income, cost of raw materials and consumables and external expenses.

Accounting policies

Revenue

Revenue from the sale of manufactured goods and 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.

Other operating income

Other operating income comprises income of a secondary nature as viewed in relation to the Entity's primary activities, including rental income and gains from the sale of intangible assets and property, plant and equipment.

Cost of sales

Cost of sales comprises goods consumed in 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.

Depreciation, amortisation and impairment losses

Depreciation, amortisation 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 assets and impairment testing as well as gains and losses from the sale of intangible assets as well as property, plant and equipment.

Income from investments in group enterprises

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

Other financial income

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

Other financial expenses

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

Accounting policies

Tax on profit/loss for the year

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

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

Balance sheet

Property, plant and equipment

Plant and machinery as well as other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

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

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

Plant and machinery 1-2 years

Other fixtures and fittings, tools and equipment

3-5 years

Leasehold improvements are expensed during the financial year.

Property, plant and equipment are written down to the recoverable amount if this is lower than the carrying amount.

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal.

Investments in group enterprises

Investments in group enterprises are recognised and measured according to the equity method. This means that investments are measured at the pro rata share of the enterprises' equity value plus or minus unamortised goodwill and plus or minus unrealised intra-group profits or losses.

The Parent's share of the enterprises' results is recognised in the income statement.

Subsidiaries and associates with negative net asset values are measured at DKK 0, and any amounts owed by such enterprises are written down by the Parent's share of the negative net asset value if the amount owed is deemed irrecoverable. If the negative net asset value exceeds the amount owed, the remaining amount is recognised under provisions to the extent that the Parent has a legal or constructive obligation to cover that enterprise's liabilities.

Accounting policies

Receivables

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

Inventories

Inventories are measured at the lower of cost using the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale are measured at cost, comprising purchase price plus delivery costs. Write-down is made for obsolete goods, including slow-moving items.

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

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.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed 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.

Dividend

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

Other financial liabilities

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

Prepayments received from customers

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

Accounting policies

Cash flow statement

Referring to section 86(4) of the Danish Financial Statements Act, no cash flow statement has been prepared as Scanavo A/S is included in the cash flow statement of TS Holding 2018 ApS.