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## Scanavo A/S

Roskildevej 328 DK-2630 Taastrup Central Business Registration No 18718235

**Annual report 2016** 

The Annual General Meeting adopted the annual report on 12.06.2017

Chairman of the General Meeting

Name: Tino Thorbjørn Sølling

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## **Entity details**

#### **Entity**

Scanavo A/S Roskildevej 328 DK-2630 Taastrup

Central Business Registration No: 18718235

Registered in: Høje Taastrup

Financial year: 01.01.2016 - 31.12.2016

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

#### **Board of Directors**

Jeanette Sigrid Sølling Bettina Sølling Tino Thorbjørn Sølling

#### **Executive Board**

Tino Thorbjørn Sølling, CEO

#### **Auditors**

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 P.O. 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 Scanavo A/S for the financial year 01.01.2016 - 31.12.2016.

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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

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, 08.06.2017

#### **Executive Board**

Tino Thorbjørn Sølling CEO

#### **Board of Directors**

Jeanette Sigrid Sølling

Bettina 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 01.01.2016 - 31.12.2016, 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 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 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, 08.06.2017

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab Central Business Registration No: 33963556

Morten Speitzer State Authorised Public Accountant

## **Management commentary**

	2016	2015	2014	2013	2012
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Financial highlights					
Key figures					
Gross profit	72.539	42.501	44.728	42.701	40.959
Operating profit/loss	52.255	24.713	27.548	26.396	25.371
Net financials	7.021	14.707	11.095	11.912	8.220
Profit/loss for the year	47.778	33.585	32.111	31.921	27.400
Total assets	96.240	85.906	81.324	96.463	87.953
Investments in property,	741	360	826	160	884
plant and equipment	741	300	820	100	004
Equity	65.163	50.674	48.212	46.856	43.654
Ratios					
Return on equity (%)	82,5	67,9	67,6	70,5	64,3
Equity ratio (%)	67,7	59,0	59,3	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	Ratios
	<u>Profit/loss for the year x 100</u> Average equity	The entity's return on capital invested in the
Return on equity (%)	3 - 3 - 4 - 7	The energy of recurr on capital invested in the
rictain on equity (10)		entity by the owners.
	<u>Equity x 100</u> Total assets	
Equity ratio (%)	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 is carried out in most of the world by Group's sales companies in Europe, North America and Asia, respec-tively.

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

The annual report for 2016 shows a profit before tax DKK 59,275 thousand and profit after tax of DKK 47,778 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 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 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 2016**

	Notes	2016 DKK	2015 DKK'000
Gross profit		72.539.478	42.501
Staff costs	2	(19.621.313)	(16.967)
Depreciation, amortisation and impairment losses	3	(663.624)	(821)
Operating profit/loss		52.254.541	24.713
Income from investments in group enterprises		7.469.904	14.679
Other financial income		431.259	498
Other financial expenses		(880.289)	(470)
Profit/loss before tax		59.275.415	39.420
Tax on profit/loss for the year	4	(11.497.583)	(5.835)
Profit/loss for the year	5	47.777.832	33.585

## **Balance sheet at 31.12.2016**

	Notes	2016 DKK	2015 DKK'000
Plant and machinery		333.911	212
Other fixtures and fittings, tools and equipment		477.367	602
Property, plant and equipment	6	811.278	814
Investments in group enterprises		17.705.802	23.624
Receivables from group enterprises		4.303.550	4.166
Other receivables	_	499.490	478
Fixed asset investments	7	22.508.842	28.268
Fixed assets		23.320.120	29.082
Manufactured goods and goods for resale		10.891.459	11.827
Inventories	-	10.891.459	11.827
Trade receivables		24.400.013	27.799
		2.658.894	323
Receivables from group enterprises Receivables from associates		4.358.272	323 45
Deferred tax		310.200	302
Other receivables		4.843.616	3.288
Income tax receivable		0	3.152
Prepayments	8	119.845	85
Receivables		36.690.840	34.994
Cash		25.337.542	10.003
Current assets		72.919.841	56.824
Assets		96.239.961	85.906

## **Balance sheet at 31.12.2016**

	Notes	2016 DKK	2015 DKK'000
Contributed capital	9	3.750.000	3.750
Reserve for net revaluation according to the equity method		6.098.866	7.014
Retained earnings		7.314.386	5.910
Proposed dividend		48.000.000	34.000
Equity		65.163.252	50.674
Bank loans		860.314	1.831
Prepayments received from customers		1.713.278	202
Trade payables		7.530.545	7.639
Payables to group enterprises		48.500	8.291
Payables to shareholders and management		5.053.294	719
Income tax payable		2.975.637	0
Other payables		12.895.141	16.550
Current liabilities other than provisions		31.076.709	35.232
Liabilities other than provisions		31.076.709	35.232
Equity and liabilities		96.239.961	85.906
Events after the balance sheet date	1		
Contingent liabilities	10		
Related parties with controlling interest	11		
Group relations	12		

## Statement of changes in equity for 2016

	Contributed capital DKK	Reserve for net revaluation according to the equity method DKK	Retained earnings DKK	Proposed dividend DKK
-	DKK	<u>DKK</u>	DKK	DKK
Equity beginning of year	3.750.000	7.013.687	5.910.458	34.000.000
Ordinary	0	0	0	(34.000.000)
dividend paid Exchange rate adjustments	0	711.275	0	0
Dividends from	_	(2.22.22)		_
group enterprises	0	(9.096.000)	9.096.000	0
Profit/loss for	0	7.469.904	(7.692.072)	48.000.000
the year _				10.000.000
Equity end of year	3.750.000	6.098.866	7.314.386	48.000.000

	Total DKK
Equity beginning of year	50.674.145
Ordinary dividend paid	(34.000.000)
Exchange rate adjustments	711.275
Dividends from group enterprises	0
Profit/loss for the year	47.777.832
Equity end of year	65.163.252

### **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.

	2016	2015
	DKK	DKK'000
2. Staff costs		
Wages and salaries	17.564.949	14.986
Pension costs	1.838.548	1.765
Other social security costs	217.816	216
	19.621.313	16.967
Average number of employees	29	28

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.

	2016 DKK	2015 DKK'000
3. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	663.624	821
	663.624	821
	2016	2015
	DKK	DKK'000
4. Tax on profit/loss for the year		
Tax on current year taxable income	11.518.512	5.890
Change in deferred tax for the year	(7.900)	(47)
Adjustment concerning previous years	(13.029)	(8)
	11.497.583	5.835

## Notes

	2016 DKK	2015 DKK'000
5. Proposed distribution of profit/loss		
Ordinary dividend for the financial year	48.000.000	34.000
Transferred to reserve for net revaluation according to the equity method	7.469.904	14.679
Retained earnings	(7.692.072)	(15.094)
	47.777.832	33.585
	Plant and	Other fixtures and fittings, tools and
	machinery	equipment
	DKK	DKK
6. Property, plant and equipment		
Cost beginning of year	1.586.857	2.102.128
Additions	400.695	340.000
Disposals	0	(519.256)
Cost end of year	1.987.552	1.922.872
Depreciation and impairment losses beginning of the year	(1.374.909)	(1.499.868)
Depreciation for the year	(278.732)	(384.892)
Reversal regarding disposals	0	439.255
Depreciation and impairment losses end of the year	(1.653.641)	(1.445.505)
Carrying amount end of year	333.911	477.367

### **Notes**

	Investments in group enterprises DKK	Receivables from group enterprises DKK	Other receivables DKK
7. Fixed asset investments			
Cost beginning of year	2.510.935	4.166.300	477.820
Exchange rate adjustments	0	137.250	0
Additions	0	0	21.670
Cost end of year	2.510.935	4.303.550	499.490
Revaluations beginning of year	21.112.888	0	0
Exchange rate adjustments	711.275	0	0
Share of profit/loss for the year	7.469.904	0	0
Dividend	(14.099.200)	0	0
Revaluations end of year	15.194.867	0	0
Carrying amount end of year	17.705.802	4.303.550	499.490

			Equity
		Corpo-	inte-
		rate	rest
	Registered in	<u>form</u>	%
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
	Number	DKK	DKK
9. Contributed capital			
Ordinary shares	3.750	100	3.750.000
	3.750		3.750.000

#### 10. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement in which T.S. 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

### **Notes**

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.

#### 11. Related parties with controlling interest

Scanavo A/S' related parties comprise the following:

- Scanavo Holding ApS, Taastrup, Denmark
- T.S. ApS, Taastrup, Denmark
- Tino Thorbjørn Sølling (CEO), Solrød Strand, Denmark

#### 12. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: T.S. ApS, Business Registration No 25019520

Name and registered office of the Parent preparing consolidated financial statements for the smallest group: T.S. ApS, Business Registration No 25019520

### **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.

#### **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.

#### Income tax receivable or payable

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.

## **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 T.S. ApS.