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Maki A/S

Hårupvej 22 D 8600 Silkeborg CVR No. 18722399

Annual report 2019

The Annual General Meeting adopted the annual report on 17.06.2020

Henrik Rennison Hansen

Conductor

Maki A/S | Contents

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Maki A/S | Entity details

Entity details

Entity

Maki A/S

Hårupvej 22 D 8600 Silkeborg

CVR No.: 18722399

Registered office: Silkeborg

Financial year: 01.01.2019 - 31.12.2019

Board of Directors

Henrik Broksø Thulesen Niels Backman Dahl-Nielsen Ronnie Møller-Thorsøe Carsten Nielsen

Executive Board

Michael Jensen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab City Tower, Værkmestergade 2 8000 Aarhus C

Statement by Management

The Board of Directors and the Executive Board have today considered and approved the annual report of Maki A/S for the financial year 01.01.2019 - 31.12.2019.

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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019.

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.

Silkeborg, 17.06.2020

Executive Board

Michael Jensen

Board of Directors

Henrik Broksø Thulesen

Niels Backman Dahl-Nielsen

Ronnie Møller-Thorsøe

Carsten Nielsen

Independent auditor's report

To the shareholders of Maki A/S

Opinion

We have audited the financial statements of Maki A/S for the financial year 01.01.2019 - 31.12.2019, 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 31.12.2019 and of the results of its operations for the financial year 01.01.2019 - 31.12.2019 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:

- 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.

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.

Aarhus, 17.06.2020

Deloitte

Statsautoriseret Revisionspartnerselskab CVR No. 33963556

Jacob Nørmark

State Authorised Public Accountant Identification No (MNE) mne30176

Management commentary

Financial highlights

	2019	2018	2017	2016	2015
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Key figures					
Gross profit/loss	70,554	61,253	58,289	48,018	24.531
Operating profit/loss	46,844	38,629	36,339	28,292	9.515
Net financials	(2,952)	(633)	(4,518)	(685)	-721
Profit/loss for the year	35,247	33,899	25,454	21,906	6.721
Total assets	139,690	131,347	114,879	93,205	53.983
Investments in property, plant and equipment	2,808	1,600	870	814	1.523
Equity	25,189	70,114	43,600	35,485	16.579
Ratios					
Return on equity (%)	74	60	64	123	50
Equity ratio (%)	18	53	38	38	31

Financial highlights are defined and calculated in accordance with the current version of "Recommendations & Ratios" issued by the CFA Society Denmark.

Return on equity (%):

Profit/loss for the year * 100

Average equity

Equity ratio (%)

Equity * 100

Total assets

Ratios reflect

Return on equity

The entity's return on capital invested in the entity by the owners.

Solvency ratio

The financial strength of the entity.

Primary activities

The Company's primary activities consist of trade in toys.

Development in activities and finances

Activities in 2019 increased significantly and above Management's expectations. The increasing growth also resulted in an increasing profit which Management considers satisfactory.

Outlook

For the coming year, Management expects a moderately higher activity level and a profit after tax of DKK 30-40m.

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.

The outbreak and spread of COVID-19 at the beginning of 2020 has not had and is not expected to have any significant impact on the Company's financial position and development.

Income statement for 2019

		2019	2018
	Notes	DKK	DKK
Gross profit/loss		70,554,100	61,253,333
Staff costs	1	(23,321,171)	(22,072,772)
Depreciation, amortisation and impairment losses		(389,323)	(551,902)
Operating profit/loss		46,843,606	38,628,659
Income from investments in group enterprises		884,939	4,331,735
Other financial income	2	338,458	516,268
Other financial expenses	3	(3,290,480)	(1,149,177)
Profit/loss before tax		44,776,523	42,327,485
Tax on profit/loss for the year	4	(9,529,703)	(8,428,013)
Profit/loss for the year	5	35,246,820	33,899,472

Balance sheet at 31.12.2019

Assets

	Notes	2019 DKK	2018 DKK
Other fixtures and fittings, tools and equipment	Notes	4,154,959	1,735,858
Leasehold improvements		0	0
Property, plant and equipment	6	4,154,959	1,735,858
- 1 open sy, prante and equipment		1,101,505	.,, 55,555
Investments in group enterprises		6,200,629	5,246,902
Deposits		505,069	29,996
Other financial assets	7	6,705,698	5,276,898
Fixed assets		10,860,657	7,012,756
Manufactured goods and goods for resale		73,821,583	39,092,509
Prepayments for goods		3,338,934	4,846,130
Inventories		77,160,517	43,938,639
Trade receivables	8	37,993,938	61,674,620
Receivables from group enterprises		7,250,387	9,006,801
Other receivables		3,521,583	3,118,351
Prepayments	9	1,016,641	0
Receivables		49,782,549	73,799,772
Other investments		0	17,660
Other investments		0	17,660
Cash		1,886,594	6,577,729
Current assets		128,829,660	124,333,800
Assets		139,690,317	131,346,556

Equity and liabilities

	Notes	2019 DKK	2018 DKK
Contributed capital		1,000,000	1,000,000
Reserve for net revaluation according to the equity method		1,947,425	5,166,949
Retained earnings		41,226	23,946,951
Proposed dividend		22,200,000	40,000,000
Equity		25,188,651	70,113,900
Deferred tax	10	634,000	131,000
Provisions		634,000	131,000
Other payables	11	928,200	0
Non-current liabilities other than provisions		928,200	0
Bank loans		39,543,982	26,009,749
Prepayments received from customers		0	232,852
Trade payables		47,831,782	24,007,912
Payables to group enterprises		7,628,187	0
Income tax payable		10,442,384	7,434,154
Other payables		7,493,131	3,416,989
Current liabilities other than provisions		112,939,466	61,101,656
Liabilities other than provisions		113,867,666	61,101,656
Equity and liabilities		139,690,317	131,346,556
	42		
Unrecognised rental and lease commitments	12		
Contingent liabilities	13		
Assets charged and collateral	14		
Related parties with controlling interest	15		
Non-arm's length related party transactions	16		
Group relations	17		

Statement of changes in equity for 2019

		Reserve for			
		net revaluation according to		Proposed	
	Contributed capital	the equity method	Retained earnings	extraordinary dividend	Proposed dividend
	DKK	DKK	DKK	DKK	DKK
Equity beginning of year	1,000,000	5,166,949	23,946,951	0	40,000,000
Ordinary dividend paid	0	0	0	0	(40,000,000)
Extraordinary dividend paid	0	0	0	(40,000,000)	0
Exchange rate adjustments	0	68,788	0	0	0
Value adjustments	0	0	309,514	0	0
Other entries on equity	0	0	(482,371)	0	0
Tax of entries on equity	0	0	(68,000)	0	0
Dividends from group	0	(4,173,251)	4,173,251	0	0
enterprises	0	004.020	(27.020.110)	40,000,000	22 200 000
Profit/loss for the year	0	884,939	(27,838,119)	40,000,000	22,200,000
Equity end of year	1,000,000	1,947,425	41,226	0	22,200,000

	Total
	DKK
Equity beginning of year	70,113,900
Ordinary dividend paid	(40,000,000)
Extraordinary dividend paid	(40,000,000)
Exchange rate adjustments	68,788
Value adjustments	309,514
Other entries on equity	(482,371)
Tax of entries on equity	(68,000)
Dividends from group enterprises	0
Profit/loss for the year	35,246,820
Equity end of year	25,188,651

Notes

1 Staff costs

	2019 DKK	
Wages and salaries	21,533,209	18,941,303
Pension costs	1,412,952	1,927,726
Other social security costs	323,964	1,048,044
Other staff costs	51,046	155,699
	23,321,171	22,072,772
Average number of full-time employees	44	46
	Remuneration	Remuneration
	of	of
	management	management
	2019	2018
	DKK	DKK
Total amount for management categories	1,668,291	1,703,123
	1,668,291	1,703,123

Special incentive programmes

The company has is 2019 introduced an incentive program aimed to retain certain key employees. The total number of share options issued to key employees under the program is 101. The share options were issued at an exercise price of DKK 15.626 equivalent to a total exercise value of DKK 1.6m. According to the program the share options may be exercised in 01.07.2025 – 30.09.2025 but accelerated vesting and exercising may occur in certain cases.

2 Other financial income

	2019	2018
	DKK	DKK
Financial income from group enterprises	252,765	512,461
Other interest income	85,693	0
Other financial income	0	3,807
	338,458	516,268

3 Other financial expenses

	2019 DKK	2018
		DKK
Financial expenses from group enterprises	121,081	0
Other interest expenses	1,730,030	547,196
Exchange rate adjustments	1,439,369	601,981
	3,290,480	1,149,177
4 Tanana and Stationary San Alexander		
4 Tax on profit/loss for the year		
4 lax on profit/loss for the year	2019	2018
4 lax on profit/loss for the year	2019 DKK	2018 DKK
Current tax		
	DKK	DKK
Current tax	DKK 9,189,123	DKK 8,192,787

22,200,000

13,046,820

35,246,820

40,000,000

(6,100,528)

33,899,472

6 Property, plant and equipment

Retained earnings

Ordinary dividend for the financial year

Other fix and fit		
too	ls and	Leasehold
equi	-	improvements
	DKK	DKK
Cost beginning of year 3,2	239,711	31,624
Additions 2,8	308,424	0
Disposals	0	(31,624)
Cost end of year 6,0)48,13 5	0
Depreciation and impairment losses beginning of year (1,50	03,853)	(31,624)
Depreciation for the year (38	89,323)	0
Reversal regarding disposals	0	31,624
Depreciation and impairment losses end of year (1,89	93,176)	0
Carrying amount end of year 4,1	154,959	0

7 Financial assets

	Investments in	
	group	
	enterprises	Deposits
	DKK	DKK
Cost beginning of year	79,953	29,996
Additions	0	475,073
Cost end of year	79,953	505,069
Revaluations beginning of year	5,166,949	0
Exchange rate adjustments	68,788	0
Share of profit/loss for the year	884,939	0
Revaluations end of year	6,120,676	0
Carrying amount end of year	6,200,629	505,069

		Equity interest	
Investments in subsidiaries	Registered in	form	%
Maki Norge AS	Norge	AS	100
Making Kidplay AB	Sverige	AB	100
Maki Finland OY	Finland	OY	100

8 Trade receivables

During 2019 the Company implemented a factoring solution which reduced trade receivables and improved cash flow.

9 Prepayments

Prepayments cover substantially prepaid insurance, prepaid product development costs, etc.

10 Deferred tax

	2019	2018	
Changes during the year	DKK	DKK	
Beginning of year	131,000	(283,000)	
Recognised in the income statement	571,000	194,000	
Recognised directly in equity	(68,000)	220,000	
End of year	634,000	131,000	

11 Other payables

	2019 DKK	2018 DKK
Holiday pay obligation	928,200	0
	928,200	0

12 Unrecognised rental and lease commitments

	2019	2018
	DKK	DKK
Liabilities under rental or lease agreements until maturity in total	3,628,755	5,147,066

13 Contingent liabilities

The Entity participates in a Danish joint taxation arrangement where Maki Investment ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable for income taxes etc for the jointly taxed entities, and for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

14 Assets charged and collateral

Bank loans are secured by way of a deposited floating charge of DKK 10,000k nominal on unsecured claims/trade receivables, intellectual property rights and operating equipment. The carrying amount of assets charged is:

DKK 37,994k
DKK 77,161k
DKK 0k
DKK 4,155k

15 Related parties with controlling interest

Maki Investment ApS, Hårupvej 22D, 8600 Silkeborg, CVR No 38745409 wholly owns the shares of the Entity and thus has control over the Entity.

16 Non-arm's length related party transactions

Only related party transactions not conducted on an arm's length basis are disclosed in the annual report. No such transactions have been conducted in the financial year.

17 Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group: Maki Investment ApS, Hårupvej 22D, 8600 Silkeborg, CVR-nr. 38745409

Accounting policies

Reporting class

This annual report has been prepared 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(2) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Maki A/S are included in the consolidated financial statements of Maki Investment ApS.

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.

Income statement

Gross profit or loss

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

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.

Cost of sales

Cost of sales comprises goods consumed in the financial year measured at cost, adjusted for ordinary inventory writedowns.

Costs of raw materials and consumables

Costs of raw materials and consumables comprise the consumption of raw materials and consumables for the

financial year after adjustment for changes in inventories of these goods from the beginning to the end of the year. This item includes shrinkage, if any, and ordinary writedowns of the relevant inventories.

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 writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages, and social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Depreciation, amortisation and impairment losses relating to property, plant and equipment comprise depreciation, amortisation and impairment losses for the financial year, and gains and losses from the sale of 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 interest income, including interest income on receivables from group enterprises, net capital or exchange gains on securities, payables and transactions in foreign currencies and 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 or exchange losses on securities, payables and transactions in foreign currencies and tax surcharge under the Danish Tax Prepayment Scheme etc.

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 enterprises. 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

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:

Other fixtures and fittings, tools and equipment

3-5 years

Leasehold improvements

8 years

For leasehold improvements and assets subject to finance leases, the depreciation period cannot exceed the contract period.

Estimated useful lives and residual values are reassessed annually.

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

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.

Group enterprises with negative equity value are measured at DKK 0. Any receivables from these enterprises are written down to net realisable value based on a specific assessment. If the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise, and it is probable that such obligation will involve a loss, a provision is recognised that is measured at present value of the costs necessary to settle the obligations at the balance sheet date.

Upon distribution of profit or loss, net revaluation of investments in group enterprises is transferred to reserve for net revaluation according to the equity method in equity.

Investments in group enterprises 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 consists of purchase price.

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 writedowns for bad and doubtful debts.

Prepayments

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

Other investments

Other current asset investments comprise listed securities measured at fair value (market price) at the balance sheet date.

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. Extraordinary dividend adopted in the financial year is recognised directly in equity when distributed and disclosed as a separate item in Management's proposal for distribution of profit/loss.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and the tax-based value of assets and liabilities, for which the tax-based value 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

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

Cash flow statement

The Company has omitted to prepare a cash flow statement as this is included in the consolidated cash flow statement of Maki Investment ApS.