

## **Gorm Larsen Nordic Holding A/S**

Lyngbyvej 417, 1.  
2820 Gentofte  
Business Registration No  
20951109

## **Annual report 2018**

The Annual General Meeting adopted the annual report on 11.04.2019

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

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Name: Jens Brinck

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## Entity details

### Entity

Gorm Larsen Nordic Holding A/S  
Lyngbyvej 417, 1.  
2820 Gentofte

Central Business Registration No (CVR): 20951109  
Registered in: Gentofte  
Financial year: 01.01.2018 - 31.12.2018

### Board of Directors

Carsten Schmidt  
Jens Brinck  
Per Christian Skak Lystrup

### Executive Board

Jens Brinck

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab  
Weidekampsgade 6  
PO Box 1600  
0900 Copenhagen C

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Gorm Larsen Nordic Holding A/S for the financial year 01.01.2018 - 31.12.2018.

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 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018.

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.

Gentofte, 11.04.2019

### Executive Board

Jens Brinck

### Board of Directors

Carsten Schmidt

Jens Brinck

Per Christian Skak Lystrup

# Independent auditor's extended review report

## To the shareholders of Gorm Larsen Nordic Holding A/S

### Conclusion

We have performed an extended review of the financial statements of Gorm Larsen Nordic Holding A/S for the financial year 01.01.2018 - 31.12.2018, 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.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2018 and of the results of its operations for the financial year 01.01.2018 - 31.12.2018 in accordance with the Danish Financial Statements Act.

### Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements". We are independent of the Entity in accordance with the International Ethics Standards Board for 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### 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, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting 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 extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of management and, if appropriate, of other entity personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

## Independent auditor's extended review report

The procedures performed in an extended review are less in scope than in an audit, and accordingly we do not express an audit opinion on the financial statements.

### 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 extended review 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 extended review 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 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, 11.04.2019

## Deloitte

Statsautoriseret Revisionspartnerselskab  
Central Business Registration No (CVR) 33963556

Claus Jorch Andersen  
State Authorised Public Accountant  
Identification No (MNE) mne33712

## Management commentary

### Primary activities

The Company's main activity is to function as holding company. Consequently, the Company's only activity is to hold shares in the independent subsidiaries of Gorm Larsen Nordic Holding A/S.

The Group comprises seven independent companies: Gorm Larsen Nordic ApS, SaleMate Europe ApS, Gorm Larsen Nordic Norge AS, Gorm Larsen Nordic Sverige AB, Gorm Larsen Nordic Sales Sverige AB, SaleMate Europe AB and Gorm Larsen Nordic Oy.

### Development in activities and finances

Profit for the year amounts to DKK 814 thousand against a profit of DKK 1,242 thousand in 2017. Profit for the year is as expected.

The Company's ambition is to maintain long-lasting customer relationships with a wide range of national and international customers.

### 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 2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
<b>Gross loss</b>		<b>(42.250)</b>	<b>(735.439)</b>
Income from investments in group enterprises		870.443	1.942.444
Other financial income	1	0	72.526
Other financial expenses	2	<u>(67.872)</u>	<u>(41.869)</u>
<b>Profit/loss before tax</b>		<b>760.321</b>	<b>1.237.662</b>
Tax on profit/loss for the year	3	<u>53.482</u>	<u>4.530</u>
<b>Profit/loss for the year</b>		<b><u>813.803</u></b>	<b><u>1.242.192</u></b>
<b>Proposed distribution of profit/loss</b>			
Ordinary dividend for the financial year		1.000.000	1.000.000
Retained earnings		<u>(186.197)</u>	<u>242.192</u>
		<b><u>813.803</u></b>	<b><u>1.242.192</u></b>



## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Investments in group enterprises		3.528.674	3.489.334
<b>Fixed asset investments</b>	4	<b>3.528.674</b>	<b>3.489.334</b>
<b>Fixed assets</b>		<b>3.528.674</b>	<b>3.489.334</b>
Receivables from group enterprises		5.603.659	4.037.685
Dividends receivable from group enterprises		1.475.820	1.556.300
Deferred tax		147.000	225.563
Joint taxation contribution receivable		24.227	4.530
<b>Receivables</b>		<b>7.250.706</b>	<b>5.824.078</b>
<b>Cash</b>		<b>0</b>	<b>13.730</b>
<b>Current assets</b>		<b>7.250.706</b>	<b>5.837.808</b>
<b>Assets</b>		<b>10.779.380</b>	<b>9.327.142</b>

## Balance sheet at 31.12.2018

	<u>Notes</u>	<u>2018 DKK</u>	<u>2017 DKK</u>
Contributed capital		500.000	500.000
Reserve for net revaluation according to the equity method		2.824.945	2.785.605
Retained earnings		56.464	393.584
Proposed dividend		<u>1.000.000</u>	<u>1.000.000</u>
<b>Equity</b>		<b><u>4.381.409</u></b>	<b><u>4.679.189</u></b>
Bank loans		14.084	0
Payables to group enterprises		6.342.887	4.597.953
Other payables		<u>41.000</u>	<u>50.000</u>
<b>Current liabilities other than provisions</b>		<b><u>6.397.971</u></b>	<b><u>4.647.953</u></b>
<b>Liabilities other than provisions</b>		<b><u>6.397.971</u></b>	<b><u>4.647.953</u></b>
<b>Equity and liabilities</b>		<b><u>10.779.380</u></b>	<b><u>9.327.142</u></b>
Contingent liabilities	5		
Assets charged and collateral	6		
Related parties with controlling interest	7		

## Statement of changes in equity for 2018

	<b>Contributed capital DKK</b>	<b>Reserve for net revaluation according to the equity method DKK</b>	<b>Retained earnings DKK</b>	<b>Proposed dividend DKK</b>
Equity beginning of year	500.000	2.785.605	393.584	1.000.000
Ordinary dividend paid	0	0	0	(1.000.000)
Exchange rate adjustments	0	(111.583)	0	0
Profit/loss for the year	0	150.923	(337.120)	1.000.000
<b>Equity end of year</b>	<b>500.000</b>	<b>2.824.945</b>	<b>56.464</b>	<b>1.000.000</b>
				<b>Total DKK</b>
Equity beginning of year				4.679.189
Ordinary dividend paid				(1.000.000)
Exchange rate adjustments				(111.583)
Profit/loss for the year				813.803
<b>Equity end of year</b>				<b>4.381.409</b>

## Notes

	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK</b>
<b>1. Other financial income</b>		
Exchange rate adjustments	0	72.526
	<b>0</b>	<b>72.526</b>
	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK</b>
<b>2. Other financial expenses</b>		
Other interest expenses	2.382	373
Exchange rate adjustments	28.809	0
Other financial expenses	36.681	41.496
	<b>67.872</b>	<b>41.869</b>
	<b>2018</b>	<b>2017</b>
	<b>DKK</b>	<b>DKK</b>
<b>3. Tax on profit/loss for the year</b>		
Current tax	(24.227)	(4.530)
Change in deferred tax	107.818	102.177
Adjustment concerning previous years	(29.255)	0
Refund in joint taxation arrangement	(107.818)	(102.177)
	<b>(53.482)</b>	<b>(4.530)</b>
		<b>Invest-</b>
		<b>ments in</b>
		<b>group</b>
		<b>enterprises</b>
		<b>DKK</b>
<b>4. Fixed asset investments</b>		
Cost beginning of year		703.729
<b>Cost end of year</b>		<b>703.729</b>
Revaluations beginning of year		2.785.605
Exchange rate adjustments		(111.583)
Share of profit/loss for the year		670.443
Adjustment of intra-group profits		200.000
Dividend		(719.520)
<b>Revaluations end of year</b>		<b>2.824.945</b>
<b>Carrying amount end of year</b>		<b>3.528.674</b>

## Notes

Unrealised internal profits of DKK 266,666 (inclusive of tax) are included in the carrying amount.

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity inte- rest %</u>
Investments in group enterprises comprise:			
Gorm Larsen Nordic ApS	Danmark	ApS	100,0
SaleMate Europe ApS	Danmark	ApS	100,0
Gorm Larsen Nordic Norge AS	Norge	AS	100,0
Gorm Larsen Nordic Sverige AB	Sverige	AB	100,0
SaleMate Europe AB	Sverige	AB	100,0
Gorm Larsen Nordic Oy	Finland	Oy	100,0

## Notes

### 5. Contingent liabilities

The Company participates in a Danish joint taxation arrangement in which Jens Brinck Holding ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies. The jointly taxed companies' total known net liability in the joint taxation arrangement is stated in the financial statements of the administration company.

### 6. Assets charged and collateral

The Company has undertaken joint and several guarantee of payment for the agreement entered into by the Group maximising bank dept of DKK 1 million.

The Parent's commitment with the primary bank of the Group is secured by the Company's shares in Gorm Larsen Nordic ApS.

### 7. Related parties with controlling interest

The Company has registered the following shareholders to hold more than 5% of the voting share capital or of the nominal value of the share capital:

Jens Brinck Holding ApS, Lindenborgvej 8, 2720 Vanløse, Denmark

Lystrup Holding AB, Blekingegatan 31 B, SE-118 56 Stockholm, Sweden.

## 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 certain provisions for reporting class C.

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.

### Income statement

#### Gross profit or loss

Gross profit or loss comprises external expenses.

#### 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.

#### Income from investments in group enterprises

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

## Accounting policies

### 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.

### 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 subsidiaries and the Parent. 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

#### 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 plus or minus unamortised positive, or negative, goodwill and minus or plus unrealised intra-group profits or losses.

Group enterprises with negative equity are measured at DKK 0, and any receivables from these enterprises are written down by the Parent's share of such negative equity value if it is deemed irrecoverable. If the negative equity value exceeds the amount receivable, the remaining amount is recognised under provisions if the Parent has a legal or constructive obligation to cover the liabilities of the relevant enterprise.

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 under equity.

Goodwill is calculated as the difference between cost of the investments and fair value of the assets and liabilities acquired. Goodwill is amortised over its estimated useful life which is 10 years due to the strategic character of the current goodwill related to reorganisation of the Company in 2010.

Investments in group enterprises are written down to the lower of recoverable amount and carrying amount.

### Receivables

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



## Accounting policies

### 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.

### Joint taxation contributions receivable or payable

Current joint taxation contributions payable or joint taxation contributions receivable are recognised in the balance sheet, calculated as tax computed on the taxable income for the year, which has been adjusted for prepaid tax. For tax losses, joint taxation contributions receivable are only recognised if such losses are expected to be used under the joint taxation arrangement.

### Cash

Cash comprises cash in hand and bank deposits.

### Dividend

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

### Other financial liabilities

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