

Amway Danmark ApS

Carl Gustavs Gade 3, 1.th., 2630 Taastrup

CVR no. 21 26 42 96



Annual report 2016

Approved at the annual general meeting of shareholders on 16 June 2017

Chairman:



Poul Viggo Bartels Petersen



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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Amway Danmark ApS for the financial year 1 January - 31 December 2016.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Taastrup, 16 June 2017
Executive Board:

Leszek Jaroslaw
Krcielewski

Board of Directors:

Leszek Jaroslaw
Krcielewski

Jeffrey Charles Tuori

Samir Behl

Independent auditor's report

To the shareholder of Amway Danmark ApS

Opinion

We have audited the financial statements of Amway Danmark ApS for the financial year 1 January - 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 December 2016 and of the results of the Company's operations for the financial year 1 January - 31 December 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 the 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 our report. We are independent of the Company 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 rules and 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company 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 the 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 skepticism 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 Company's internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.

Independent auditor's report

- 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 Company'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 conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, 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 Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the Management's review, 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's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 16 June 2017
Ernst & Young
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28


Peter Jensen
State Authorised Public Accountant



Management's review

Company details

Name Amway Danmark ApS
Address, Postal code, City Carl Gustavs Gade 3, 1.th., 2630 Taastrup

CVR no. 21 26 42 96
Registered office Høje Taastrup
Financial year 1 January - 31 December

Website www.amway.dk

Board of Directors Leszek Jaroslaw Krecielewski
Jeffery Charles Tuori
Samir Behl

Executive Board Leszek Jaroslaw Krecielewski

Auditors Ernst & Young Godkendt Revisionspartnerselskab
Osvald Helmuths Vej 4, P.O. Box 250, 2000 Frederiksberg,
Denmark

Bankers Nordea

Management commentary

Business review

The Company distributes a range of household articles and other consumer products, largely supplied by other group entities.

Marketing takes place solely through a network of independent distributors, who receive training support, etc., who are contractually affiliated with the group, and whose earnings are entirely based on sales.

Amway does not seek to be a low-cost or discount supplier of products. The Company seeks to provide differentiated products representing quality, value and service, and the Amway Satisfactory Guarantee justifies the comparatively high retail prices of the Company's products.

The Company believes that its person-to-person, direct selling structure leads to competitive customer service.

Financial review

In 2016, the Company's revenue amounted to DKK 34,141 thousand against DKK 34,309 thousand last year. The income statement for 2016 shows a loss of DKK 3,741 thousand against DKK -2,159 thousand last year, and the balance sheet at 31 December 2016 shows equity of DKK 181,138 thousand.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK'000	2016	2015
	Revenue	34,141	34,309
	Cost of sales	-10,305	-9,764
	Other operating income	16,674	15,800
	Other external expenses	-25,379	-23,973
	Gross margin	15,131	16,372
2	Staff costs	-18,921	-18,132
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-216	-190
	Other operating expenses	-263	-292
	Profit/loss before net financials	-4,269	-2,242
3	Financial income	563	709
	Financial expenses	-57	-509
	Profit/loss before tax	-3,763	-2,042
4	Tax for the year	22	-117
	Profit/loss for the year	-3,741	-2,159
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-3,741	-2,159
		-3,741	-2,159

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK'000	2016	2015
	ASSETS		
	Fixed assets		
5	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	243	348
	Leasehold improvements	9	14
		<u>252</u>	<u>362</u>
6	Investments		
	Investments in group enterprises	95,491	95,491
	Other receivables	325	306
		<u>95,816</u>	<u>95,797</u>
	Total fixed assets	<u>96,068</u>	<u>96,159</u>
	Non-fixed assets		
	Receivables		
	Trade receivables	751	695
	Receivables from group enterprises	127,440	128,543
	Corporation tax receivable	42	0
	Other receivables	4	12
	Prepayments	148	260
		<u>128,385</u>	<u>129,510</u>
	Cash	1,773	2,459
	Total non-fixed assets	<u>130,158</u>	<u>131,969</u>
	TOTAL ASSETS	<u>226,226</u>	<u>228,128</u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	300	300
	Share premium account	95,392	95,392
	Retained earnings	85,446	89,187
	Total equity	<u>181,138</u>	<u>184,879</u>
	Liabilities		
	Current liabilities		
	Prepayments received from customers	665	691
	Trade payables	576	230
	Payables to group enterprises	35,149	34,660
	Corporation tax payable	0	31
	Other payables	8,698	7,637
		<u>45,088</u>	<u>43,249</u>
	Total liabilities other than provisions	<u>45,088</u>	<u>43,249</u>
	TOTAL EQUITY AND LIABILITIES	<u>226,226</u>	<u>228,128</u>

- 1 Accounting policies
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9 Related parties

Financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK'000	Share capital	Share premium account	Retained earnings	Total
Equity at 1 January 2016	300	95,392	89,187	184,879
Transfer through appropriation of loss	0	0	-3,741	-3,741
Equity at 31 December 2016	300	95,392	85,446	181,138

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Amway Danmark ApS for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

The consolidated financial statements of Solstice Holdings Inc. can be obtained from the Company on request.

Changes in accounting policies

Effective 1 January 2016, the Company has adopted act no. 738 of 1 June 2015. This implies the following changes in the recognition and measurement:

1. In future, residual values of property, plant and equipment will be subject to annual reassessment. The Company has no significant residual values relating to property, plant and equipment.

The above change has no impact on the income statement or the balance sheet for 2016 or the comparative figures.

Apart from the above changes in accounting policy and new and changed presentation and disclosure requirements following from Act. no. 738 of 1 June 2015, the accounting policies are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Income from the sale of goods and finished goods is recognised in revenue at the time of delivery and when the risk passes to the buyer, provided that the income can be made up reliably and is expected to be received.

Revenue is measured net of all types of discounts/rebates granted. Revenue is also measured net of VAT and other indirect taxes charged on behalf of third parties.

Other operating income and operating expenses

Other operating income and operating expenses comprise items of a secondary nature relative to the Company's core activities, primary income from providing services to group companies.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment	3-10 years
Leasehold improvements	5 years

The residual value is determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised. In case of changes in the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme and exchange gain/loss of intercompany accounts, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The Company and its Danish group entities are jointly taxed. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Dividends received that exceed the accumulated earnings in the subsidiary or the associate during the period of ownership are treated as a reduction in the acquisition cost.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Write-downs are made to the lower of the net realisable value and the carrying amount.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprises cash balances and bank balances.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

DKK'000	2016	2015
2 Staff costs		
Wages/salaries	17,069	15,958
Pensions	1,452	1,729
Other social security costs	288	401
Other staff costs	112	44
	<u>18,921</u>	<u>18,132</u>
Average number of full-time employees	<u>28</u>	<u>26</u>
3 Financial income		
Interest receivable, group entities	474	624
Exchange adjustments	88	83
Other financial income	1	2
	<u>563</u>	<u>709</u>
4 Tax for the year		
Deferred tax adjustments in the year	0	47
Tax adjustments, prior years	-22	70
	<u>-22</u>	<u>117</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

5 Property, plant and equipment

DKK'000	Fixtures and fittings, other plant and equipment	Leasehold improvements	Total
Cost at 1 January 2016	3,778	26	3,804
Additions	106	0	106
Cost at 31 December 2016	3,884	26	3,910
Impairment losses and depreciation at 1 January 2016	3,430	12	3,442
Depreciation	211	5	216
Impairment losses and depreciation at 31 December 2016	3,641	17	3,658
Carrying amount at 31 December 2016	243	9	252

6 Investments

Name	Domicile	Interest
Subsidiaries		
Amway GmbH	Germany	100.00 %

DKK'000	2016	2015
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7 Share capital

Analysis of the share capital:

3,000 shares of DKK 100.00 nominal value each	300	300
	300	300

Analysis of changes in the share capital over the past 5 years:

DKK'000	2016	2015	2014	2013	2012
Opening balance	300	300	300	200	200
Capital increase	0	0	0	100	0
	300	300	300	300	200

Financial statements for the period 1 January - 31 December

Notes to the financial statements

8 Contractual obligations and contingencies, etc.

Other contingent liabilities

DKK'000	2016	2015
Guarantee commitments	818	776
	<u>818</u>	<u>776</u>

Other contingent liabilities include the Company's guarantee commitments to Tollregion Oslo and Akershus amounting to NOK 1,000,000 with Nordea.

The Company is jointly taxed with its parent, Denmark Holdco I ApS, which acts as management company, and together with jointly taxed group entities, the Company has joint and several liability for the payment of income taxes for the income year 2014 onwards as well as withholding taxes on interest, royalties and dividends falling due for payment on or after 1 July 2012.

Other financial obligations

Other rent and lease liabilities:

DKK'000	2016	2015
Rent and lease liabilities	1,103	1,528
	<u>1,103</u>	<u>1,528</u>

Rent and lease liabilities include a rent obligation totalling DKK 1,093 thousand (2015: DKK 1,528 thousand). Furthermore, the Company has liabilities under operating leases for cars totalling DKK 10 thousand (2015: DKK 0 thousand).

9 Related parties

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
Solstice Holdings Inc.	7575 Fulton Street East Ada, MI 49355-0001 United States	The consolidated financial statements can be obtained from the Company on request.