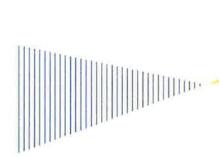
Arcus Denmark A/S

Århusgade 88, 2100 København Ø CVR no. 21 40 96 77



Annual report 2015

Approved at the annual general meeting of shareholders on 1 June 2016

lewth Jams





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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Arcus Denmark A/S for the financial year 1 January - 31 December 2015.

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 Company's financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and financial position.

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

Copenhagen, 1 June 2016 Executive Board:

Erik Bern

Board of Directors:

Kenneth Hamnes

Chairman

Rune Olav Midtgaard Tore Hagen



Independent auditors' report

To the shareholder of Arcus Denmark A/S

Independent auditors' report on the financial statements

We have audited the financial statements of Arcus Denmark A/S for the financial year 1 January - 31 December 2015, which comprise an 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.

Management's responsibility 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulations. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation of financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit has not resulted in any qualification.

Opinion

In our opinion, the financial statements give a true and fair view of the Company's financial position at 31 December 2015 and of the results of its operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any other procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Copenhagen, 1 June 2016 ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR No-30 79 02 28

Carsten Kær

State Authorised Public Accountant



Management's review

Company details

Name

Address, Postal code, City

CVR No. Established Registered office

Financial year

Board of Directors

Executive Board

Auditors

Arcus Denmark A/S

Århusgade 88, 2100 København Ø

21 40 96 77 1 October 1998

Copenhagen

1 January - 31 December

Kenneth Hamnes, Chairman

Rune Olav Midtgaard

Tore Hagen

Erik Bern

Ernst & Young Godkendt Revisionspartnerselskab

Osvald Helmuths Vej 4, P O Box 250, 2000 Frederiksberg,

Denmark



Management's review

Financial highlights

DKK'000	2015	2014	2013	2012	2011
Key figures					
Revenue	190,289	199,735	427,572	391,926	555,630
Gross margin	47,150	62,848	224,687	132,133	134,094
Operating profit	33,095	41,760	153,361	52,204	56.217
Net financials	-294	-545	5.237	14,232	11.468
Net extraordinary items	0	0	0	0	,
Profit/loss for the year	24,786	30,544	127,456	48,619	49,817
Non-current assets	309	8,663	67,558	95,472	107,198
Current assets	86,230	102,110	245,478	873,941	901.548
Total assets	86.539	110,773	313,036	969.413	1,008,746
Share capital	10.324	10.324	10.324	10.324	10,324
Equity	39,313	44.527	244,983	847,835	825,216
Provisions	146	6.668	7,209	2.737	1,809
Non-current liabilities other than		•	.,	-,	-,
provisions	0	0	0	0	C
Current liabilities other than			_		
provisions	47,080	59,578	60,844	118,841	181,721
Financial ratios					
Operating margin	17.4%	20.9%	35.9%	13.3 %	10,1 %
Gross margin	24.8%	31.5%	52.5%	33.7%	24.1%
Solvency ratio	45.4%	40.2%	78.3%	87.5%	81.8%
Return on equity	59.1%	21.1%	23.3%	5.8%	6.0%
Average number of employees	16	17	0	0	0

Financial ratios are calculated in accordance with the Danish Finance Society's recommendations on the calculation of financial ratios "Recommendations and Financial Ratios 2015". For terms and definitions, please see the accounting policies.



Management's review

Operating review

The Company's business review

The primary activities of Arcus Denmark A/S are marketing and sale of Danish brands of spirits with proud traditions on the domestic market as well as sales of Norwegian and Swedish brands on the domestic market. Arcus Denmark A/S is also responsible for marketing the Danish brands for export purposes and receives royalties as brand owner from all sales to other markets through other Group companies.

Financial review

In 2015, the company's revenue came in at DKK 190,289 thousand against DKK 199,735 thousand last year. The income statement for 2015 shows a profit of DKK 24,786 thousand against a profit of DKK 30,544 thousand last year, and the balance sheet at 31 December 2015 shows equity of DKK 39,313 thousand.

Post balance sheet events

No significant events have occurred subsequent to the financial year,

Outlook

The Company's revenue for 2016 is expected to be on the same level as in 2015. From 2016, production of the Danish brands is outsourced to the sister company, Arcus AS, at Gjelleråsen in Norway. Arcus Denmark A/S will import its products from Norway for marketing and sales purposes on the domestic market. All export sales of Danish brands will be invoiced from Arcus AS in Norway, and Arcus Denmark A/S will receive royalties as brand owner. Profit is expected to remain stable and on the same level for 2016. The expectations are based on the assumption that the exchange rates for the currencies to which the Company is exposed will remain unchanged.

The cash flow effect from operations in 2016 is expected to be positive as a result of the expected profit growth. However, the total cash flow effect is expected to be neutral, since the production has been outsouced to a sister company in Norway from which the Company will receive royalties based on sale.



Income statement

Note	DKK'000	2015	2014
2	Revenue Cost of sales Other operating income Other external expenses	190,289 -118,886 5,317 -29,570	199,735 -108,657 203 -28,433
3	Gross profit Staff costs Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	47,150 -8,201 -5,854	62,848 -17,983 -3,105
5 6	Operating profit Financial income Financial expenses	33,095 96 -390	41,760 853 -1,398
7	Profit before tax Tax for the year	32,801 -8,015	41,215 -10,671
	Profit for the year	24,786	30,544
	Proposed profit appropriation Proposed dividend recognised under equity Retained earnings/accumulated loss	25,000 -214	0 30,544
		24,786	30,544



Financial statements for the period $\ensuremath{\text{1}}$ January - 31 December

Balance sheet

Note	DKK'000	2015	2014
	ASSETS		
	Non-current assets		
8	Property, plant and equipment Land and buildings	0	3,250
	Plant and machinery	0	5,018
	Fixtures and fittings, other plant and equipment	309	395
		309	8,663
	Total non-current assets	309	8,663
	Current assets	2 	
	Inventories		
	Raw materials and consumables	0 177	4,996 11,813
	Work in progress Finished goods and goods for resale	11,946	22,567
	Timbrida goods and goods for resaid	3	39,376
		12,123	39,310
	Receivables	21.044	24.704
	Trade receivables	21,964 413	26,796 4,901
10	Receivables from group enterprises Deferred tax assets	1,878	2,820
10	Other receivables	0	2,710
	Prepayments	0	933
		24,255	38,160
	Cash	49,852	24,574
	Total current assets	86,230	102,110
	TOTAL ASSETS	86,539	110,773



Balance sheet

Note	DKK'000	2015	2014
9	EQUITY AND LIABILITIES Equity Share capital Retained earnings	10,324 3,989	10,324 4,203
	Dividend proposed	25,000	30,000
	Total equity	39,313	44,527
	Provisions Provisions for pensions and similar liabilities	146	6,668
11	Total provisions	146	6,668
	Liabilities other than provisions Current liabilities other than provisions	-	
	Bank debt	0	1,568
	Trade payables	5,765	28,988
	Payables to group enterprises	5,118	2,070
	Corporation tax payable	10,407	9,612
	Other payables	25,790	17,340
		47,080	59,578
	Total liabilities other than provisions	47,080	59,578
	TOTAL EQUITY AND LIABILITIES	86,539	110,773

¹ Accounting policies12 Collateral13 Related parties



Statement of changes in equity

DKK'000	Share capital	Retained earnings	Dividend proposed	Total
Equity at 1 January 2014	10,324	-26,341	0	-16,017
Profit/loss for the year	0	30,544	0	30,544
Dividend	0	0	30,000	30,000
Equity at 1 January 2015	10,324	4,203	30,000	44,527
Profit/loss for the year	0	-214	0	-214
Dividend	0	0	25,000	25,000
Dividend distributed	0	0	-30,000	-30,000
Equity at 31 December 2015	10,324	3,989	25,000	39,313



Notes to the financial statements

1 Accounting policies

The annual report of Arcus Denmark A/S for 2015 has been prepared in accordance with the provisions applying to medium-sized reporting class C enterprises under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Omission to present a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement for the parent company is prepared, as the parent company's cash flows are part of the consolidated cash flow statement.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at 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 rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue is measured at fair value of the agreed consideration exclusive of VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Other operating income

Other operating income comprise items of a secondary nature relative to the entity's core activities, including gains or losses on the sale of non-current assets.

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 entity'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 pensions, as well as other social security contributions, etc., made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation/depreciation and impairment of intangible assets and property, plant and equipment

The item comprises amortisation/depreciation and impairment of intangible assets and property, plant and equipment.



Notes to the financial statements

1 Accounting policies (continued)

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 are as follows:

Buildings 10-30 years
Plant and machinery 10-20 years
Other fixtures and fittings, tools and equipment 3-7 years

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.

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.

Impairment of non-current assets

Intangible assets, property, plant and equipment and investments in subsidiaries and associates are subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation. Impairment tests are conducted in respect of individual assets or groups of assets generating separate cash flows when there is indications of impairment. The assets are written down to the higher of the value in use and net realisable value (recoverable amount) of the asset or group of assets if this is lower than the carrying amount. As for group of assets, impairment losses are first recognised in respect of goodwill and thereafter proportionately in respect of the other assets.

Receivables

Receivables are measured at amortised cost-

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

Receivables with no objective indication of individual impairment are tested for objective indication of impairment on a portfolio basis. The portfolios are primarily composed on the basis of debtors' domicile and credit ratings in accordance with the Company's risk management policy. The objective indicators used for portfolios are determined based on historical loss experience.

Write-downs are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.



Notes to the financial statements

1 Accounting policies (continued)

Prepayments

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

Cash at hand and in bank

Cash at hand and in bank comprise cash and short-term marketable securities which are subject to an insignificant risk of changes in value.

Equity

Proposed dividends

Dividends proposed for the financial year are presented as a separate item under 'Equity'.

Provisions

Provisions comprise expected expenses relating to guarantee commitments, losses on work in progress, restructurings, etc. Provisions are recognised when the Company has a legal or constructive obligation as a result of a past event at the balance sheet date and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provisions are measured at net realisable value or at fair value if the obligation concerned is expected to be settled far into the future.

Corporation tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value 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.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the 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 liability in respect of finance leases.



Financial statements for the period 1 January - 31 December

Notes to the financial statements

Accounting policies (continued)

Other liabilities are measured at net realisable value.

Financial ratios

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015".

The financial ratios stated in the survey of financial highlights have been calculated as follows:

	Operating margin	Operating profit x 100 Revenue	
	Gross margin	Gross profit x 100 Revenue	
	Solvency ratio	Equity at year end x 100 Total equity and liabilities at yea	r end
	Return on equity	Profit/loss for the year after tax Average equity	x 100
	DKK'000	2015	2014
2	Other operating income Other operating income Gain on the sale of property, plant and equipment	5,317 5,317	203 0 203
3	Staff costs Wages/salaries Pensions Other staff costs	9,475 934 -2,208 8,201	9,387 860 7,736 17,983
	Average number of full-time employees	16	17
	By reference to section 98b(3), (ii), of the Danish Finance Management is not disclosed.	cial Statements Act, remuneration	to
4	Amortisation/depreciation and impairment of intangib property, plant and equipment	le assets and	
	Depreciation of property, plant and equipment	5,854	3,105
		5,854	3,105



Amortised over

Financial statements for the period 1 January - 31 December

Notes to the financial statements

	DKK'000			2015	2014
5	Financial income Interest receivable, group entities Other interest income Exchange adjustments Exchange gain	s		0 0 0 96	607 222 24 0
				96	853
6	Financial expenses Other interest expenses Exchange adjustments Interest surcharges and tax recog Other financial expenses	gnised under net fir	nancials	0 0 0 390	397 7 994 0
				390	1,398
7	Tax for the year Estimated tax charge for the year			7,073	12,244
	Deferred tax adjustments in the y			942	-1,892
	Tax adjustments, prior years			8,015	10,671
				0,013	10,071
8	Property, plant and equipment				
		Land and	Plant and	Fixtures and fittings, other plant and	
	DKK'000	buildings	machinery	equipment	Total
	Cost at 1 January 2015 Disposals	17,615 -17,615	47,509 -47,346	693 0	65,817 -64,961
	Transferred	0	-163	163	0
	Cost at 31 December 2015	0	0	856	856
	Impairment losses and depreciation at 1 January 2015 Impairment losses Depreciation Depreciation and impairment of disposals Transferred	14,365 2,000 251 -16,616 0	42,491 0 3,474 -45,845 -120	298 0 129 0 120	57,154 2,000 3,854 -62,461
	Impairment losses and		120	120	
	depreciation at 31 December 2015	0	0	547	547
	Carrying amount at 31 December 2015	0	0	309	309

10-30 years

10-20 years

3-7 years



Notes to the financial statements

	DKK'000	2015	2014
9	Share capital		
	The share capital consists of the following:		
	10,324 shares of DKK 1,000.00 each	10,324	10,324
		10,324	10,324
10	Deferred tax		
	Deferred tax relates to:		
	DKK'000	2015	2014
	Receivables	1,878	2,820
		1,878	2,820
	Analyses of the deferred tax		
	Deferred tax asset	1,878	2,820
	Deferred tax liabililty	0	0
		1,878	2,820

11 Provisions

Other provisions comprise the Company's liabilities to recycle bottle deposits.

12 Collateral

SEB has first ranking security interest over all the shares in Arcus Denmark A/S.



Notes to the financial statements

13 Related p	arties
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Arcus Denmark A/S' related parties comprise the following:

Parti	00 0	VALC	icina	control

Related party	Domicile	Basis for control
Arcus-Gruppen AS	Norway	100%
Information about consolidated fi	nancial statements	
Parent	Domicile	Requisitioning of the parent's consolidated financial statements
Ratos AB	Sweden	The Company's website
Arcus Gruppen Holding AS	Norway	The Company's website
Ownership		

The following shareholders are registered in the Company's register of shareholders as holding minimum 5% of the votes or minimum 5% of the share capital:

Name	Domicile
Arcus-Gruppen AS	Norway