

Sherwin-Williams Denmark A/S

Nystedvej 5, DK-7400 Herning

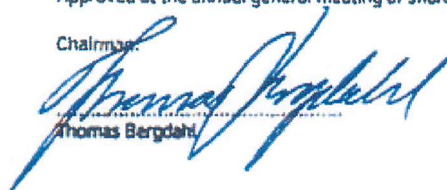
CVR no. 24 50 25 11



Annual report 2016

Approved at the annual general meeting of shareholders on 1 May 2017

Chairman



Thomas Bergdahl



EY

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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 Sherwin-Williams Denmark A/S 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.

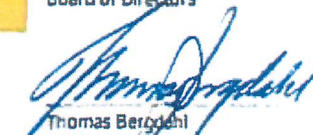
We recommend that the annual report be approved at the annual general meeting.


Herring, 1 May 2017
Executive Board:


Klaus Mikkelsen



Board of Directors


Thomas Bergehl
Chairman


John George Morikis


Sean Patrick Hennesy


Klaus Mikkelsen

Independent auditors' report

To the shareholders of Sherwin-Williams Denmark A/S

Opinion

We have audited the financial statements of Sherwin-Williams Denmark A/S for the financial year 1 January - 31 December 2016, 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.

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 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 judgment 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 auditors' 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 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.

Herning, 1 May 2017
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Niels J. Jørgensen
State Authorised Public Accountant

Management's review

Company details

Name	Sherwin-Williams Denmark A/S
Address, Postal code, City	Nystedvej 5, DK-7400 Herning
CVR no.	24 50 25 11
Established	1 August 1967
Registered office	Herning
Financial year	1 January - 31 December
Website	www.sherwin-williams.com
Telephone	+45 97 21 61 11
Board of Directors	Thomas Bergdahl, Chairman John George Morikis Sean Patrick Hennesy Klaus Mikkelsen
Executive Board	Klaus Mikkelsen
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Industrivej Nord 9, P.O. Box 360, 7400 Herning, Denmark
Bankers	Nordea Bank Danmark A/S

Management's review

Management commentary

Business review

The Company's main activity consists of purchase, production and sale of paint, varnish and stain to the wood and furniture industries and to window manufacturers. The purchases are primarily made as intragroup purchases from entities in the Sherwin-Williams Group.

Financial review

The income statement for 2016 shows a profit of DKK 6,196,763 against a DKK 4,571,914 last year, and the balance sheet at 31 December 2016 shows equity of DKK 30,286,309.

Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

No events have occurred after the financial year-end, which could significantly affect the company's financial position.

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK	<u>2016</u>	<u>2015</u>
	Gross margin	20,774,355	17,644,812
2	Staff costs	-12,017,465	-10,796,403
	Amortisation/depreciation and impairment of property, plant and equipment	-559,746	-521,740
	Profit before net financials	8,197,144	6,326,669
	Financial expenses	-212,017	-335,765
	Profit before tax	7,985,127	5,990,904
3	Tax for the year	-1,788,364	-1,418,990
	Profit for the year	<u>6,196,763</u>	<u>4,571,914</u>
	 Recommended appropriation of profit		
	Retained earnings	<u>6,196,763</u>	<u>4,571,914</u>
		<u>6,196,763</u>	<u>4,571,914</u>

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	2016	2015
	ASSETS		
	Non-current assets		
4	Property, plant and equipment		
	Land and buildings	2,407,309	2,762,629
	Other fixtures and fittings, tools and equipment	1,495,852	1,048,572
		<u>3,903,161</u>	<u>3,811,201</u>
	Total non-current assets	<u>3,903,161</u>	<u>3,811,201</u>
	Current assets		
	Inventories		
	Finished goods and goods for resale	9,173,557	8,500,094
		<u>9,173,557</u>	<u>8,500,094</u>
	Receivables		
	Trade receivables	11,845,970	10,481,381
	Receivables from group entities	0	2,557
	Other receivables	39,025	170,430
	Deferred income	171,671	132,645
		<u>12,056,666</u>	<u>10,787,013</u>
	Cash	<u>11,462,706</u>	<u>6,213,382</u>
	Total Current assets	<u>32,692,929</u>	<u>25,500,489</u>
	TOTAL ASSETS	<u>36,596,090</u>	<u>29,311,690</u>
	EQUITY AND LIABILITIES		
	Equity		
5	Share capital	3,500,000	3,500,000
	Retained earnings	26,786,309	20,589,546
	Total equity	<u>30,286,309</u>	<u>24,089,546</u>
6	Non-current liabilities		
	Deferred tax	191,468	218,552
	Other provisions	100,000	110,000
	Total non-current liabilities	<u>291,468</u>	<u>328,552</u>
	Current liabilities		
	Trade payables	503,247	507,685
	Payables to group entities	1,718,345	1,086,992
	Income taxes payable	89,448	0
	Other payables	3,707,273	3,298,915
	Total current liabilities	<u>6,018,313</u>	<u>4,893,592</u>
	Total liabilities	<u>6,309,781</u>	<u>5,222,144</u>
	TOTAL EQUITY AND LIABILITIES	<u>36,596,090</u>	<u>29,311,690</u>

- 1 Accounting policies
- 7 Contractual obligations and contingencies, etc.
- 8 Collateral
- 9 Related parties

Financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2016	3,500,000	20,589,546	24,089,546
Profit/loss for the year	0	6,196,763	6,196,763
Equity at 31 December 2016	<u>3,500,000</u>	<u>26,786,309</u>	<u>30,286,309</u>

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Sherwin-Williams Denmark A/S for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act to report reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

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

Reporting currency

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

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 for resale and finished goods is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

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

Gross margin

The items revenue, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

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 pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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:

Buildings	20-40 years
Other fixtures and fittings, tools and equipment	5-10 years
IT equipment	3 years

Land is not depreciated.

Financial expenses

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

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.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

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.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses 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.

Prepayments

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

Cash and cash equivalents

Cash and cash equivalents comprise cash and bank deposits.

Provisions

Provisions comprise anticipated expenses relating to guarantee commitments, losses on work in progress, restructurings, etc. Provisions are recognised when the company has a legal or constructive obligation at the balance sheet date as a result of a past event 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 is expected to be settled far into the future.

Provisions expected to be settled after more than one year after the balance sheet date are measured at the net present value of the expected payments. Other provisions are measured at net realisable value.

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.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

DKK		2016	2015	
2	Staff costs			
	Wages/salaries	11,050,053	9,915,643	
	Pensions	843,100	758,764	
	Other social security costs	124,312	121,996	
		<u>12,017,465</u>	<u>10,796,403</u>	
	Average number of full-time employees	<u>19</u>	<u>18</u>	
3	Tax for the year			
	Estimated tax charge for the year	1,815,448	1,527,170	
	Deferred tax adjustments in the year	-27,084	-108,180	
		<u>1,788,364</u>	<u>1,418,990</u>	
4	Property, plant and equipment			
		Land and buildings	Other fixtures and fittings, tools and equipment	Total
	DKK			
	Cost at 1 January 2016	10,226,917	6,548,448	16,775,365
	Additions in the year	0	651,706	651,706
	Disposals in the year	0	-510,000	-510,000
	Cost at 31 December 2016	<u>10,226,917</u>	<u>6,690,154</u>	<u>16,917,071</u>
	Impairment losses and depreciation at 1 January 2016	7,464,288	5,499,876	12,964,164
	Amortisation/depreciation in the year	355,320	204,426	559,746
	Reversal of amortisation/depreciation and impairment of disposals	0	-510,000	-510,000
	Impairment losses and depreciation at 31 December 2016	<u>7,819,608</u>	<u>5,194,302</u>	<u>13,013,910</u>
	Carrying amount at 31 December 2016	<u>2,407,309</u>	<u>1,495,852</u>	<u>3,903,161</u>
DKK		2016	2015	
5	Share capital			
	Analysis of the share capital:			
	100 shares of DKK 35,000.00 nominal value each	3,500,000	3,500,000	
		<u>3,500,000</u>	<u>3,500,000</u>	

The Company's share capital has remained DKK 3,500,000 over the past 5 years.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

6 Non-current liabilities

Of the long-term liabilities, DKK 0 falls due for payment after more than 5 years after the balance sheet date.

7 Contractual obligations and contingencies, etc.

Other financial obligations

Rent and lease liabilities include liabilities under operating leases for cars, totalling DKK 1,109,457, with remaining contract terms of 1-2 years.

8 Collateral

No security for loans had been placed at 31 December 2016.

9 Related parties

Sherwin-Williams Denmark A/S' related parties comprise the following:

Information about consolidated financial statements

Parent	Domicile	Requisitioning of the parent company's consolidated financial statements
The Sherwin-Williams Company	USA	http://investors.sherwin-williams.com/annual-reports/