

# Sherwin-Williams Denmark A/S

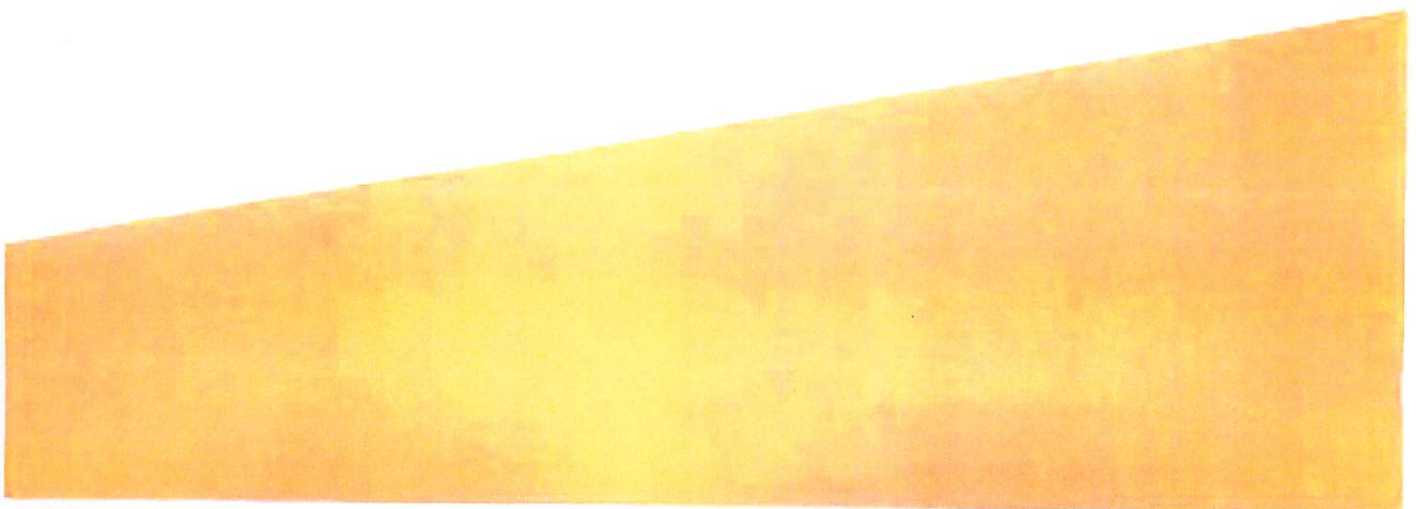
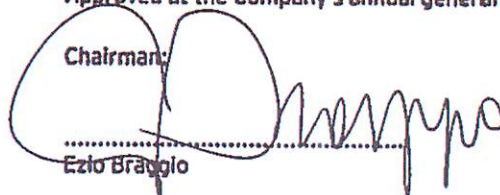
Nystedvej 5, DK-7400 Herning

CVR no. 24 50 25 11

## Annual report 2017

Approved at the Company's annual general meeting on 9 May 2018

Chairman:  
.....  
Ezio Braggio





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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 2017.

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 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017.

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.

Herning, 9 May 2018  
Executive Board:



Klaus Mikkelsen

Board of Directors:



Ezio Braggio  
Chairman



Jeffrey James Miklich



Allen Mistysyn



Klaus Mikkelsen

## Independent auditor's 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 2017, which comprise 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 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

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.

### 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 as to 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 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 Company's internal control.

## Independent auditor's report

- ▶ 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 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 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 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 the 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 the work we have performed, 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, 9 May 2018  
ERNST & YOUNG  
Godkendt Revisionspartnerselskab  
CVR no. 30 70 02 28



Niels J. Jørgensen  
State Authorised Public Accountant  
MNE no.: mne8217

## 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	<a href="http://www.sherwin-williams.com">www.sherwin-williams.com</a>
Telephone	+45 97 21 61 11
Board of Directors	Ezio Braggio, Chairman Jeffrey James Miklich Allen Mistysyn Klaus Mikkelsen
Executive Board	Klaus Mikkelsen
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Industrivej Nord 9, 7400 Herning, Denmark
Bankers	Nordea Bank Danmark A/S



## **Management's review**

### **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 2017 shows a profit of DKK 8,052,485 against a profit of DKK 6,196,763 last year, and the balance sheet at 31 December 2017 shows equity of DKK 22,338,793.

Management considers the Company's result of the year satisfactory.

### **Events after the balance sheet date**

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

## Financial statements 1 January - 31 December

### Income statement

Note	DKK	2017	2016
	Gross margin	23,626,221	20,774,355
2	Staff costs	-12,305,413	-12,017,465
	Amortisation/depreciation and impairment of property, plant and equipment	-613,166	-559,746
	<b>Profit before net financials</b>	<b>10,707,642</b>	<b>8,197,144</b>
	Financial expenses	-333,426	-212,017
	<b>Profit before tax</b>	<b>10,374,216</b>	<b>7,985,127</b>
3	Tax for the year	-2,321,731	-1,788,364
	<b>Profit for the year</b>	<b>8,052,485</b>	<b>6,196,763</b>
	<b>Recommended appropriation of profit</b>		
	Extraordinary dividend distributed in the year	16,000,000	0
	Retained earnings/accumulated loss	-7,947,515	6,196,763
		<b>8,052,485</b>	<b>6,196,763</b>



## Financial statements 1 January - 31 December

### Balance sheet

Note	DKK	2017	2016
	<b>ASSETS</b>		
	<b>Non-current assets</b>		
4	<b>Property, plant and equipment</b>		
	Land and buildings	2,051,989	2,407,309
	Other fixtures and fittings, tools and equipment	1,587,242	1,495,852
		<u>3,639,231</u>	<u>3,903,161</u>
	<b>Total non-current assets</b>	<u>3,639,231</u>	<u>3,903,161</u>
	<b>Current assets</b>		
	<b>Inventories</b>		
	Finished goods and goods for resale	9,078,836	9,173,557
		<u>9,078,836</u>	<u>9,173,557</u>
	<b>Receivables</b>		
	Trade receivables	13,815,504	11,845,970
	Other receivables	33,954	39,025
	Deferred income	270,659	171,671
		<u>14,120,117</u>	<u>12,056,666</u>
	<b>Cash</b>	<u>6,331,058</u>	<u>11,462,706</u>
	<b>Total current assets</b>	<u>29,530,011</u>	<u>32,692,929</u>
	<b>TOTAL ASSETS</b>	<u>33,169,242</u>	<u>36,596,090</u>
	<b>EQUITY AND LIABILITIES</b>		
	<b>Equity</b>		
5	Share capital	3,500,000	3,500,000
	Retained earnings	18,838,793	26,786,308
	<b>Total equity</b>	<u>22,338,793</u>	<u>30,286,308</u>
	<b>Non-current liabilities</b>		
	Deferred tax	184,862	191,468
	Other provisions	0	100,000
	<b>Total non-current liabilities</b>	<u>184,862</u>	<u>291,468</u>
	<b>Current liabilities</b>		
	Trade payables	505,544	503,248
	Payables to group entities	7,003,577	1,718,345
	Income taxes payable	52,252	89,448
	Other payables	3,084,214	3,707,273
	<b>Total current liabilities</b>	<u>10,645,587</u>	<u>6,018,314</u>
	<b>Total liabilities</b>	<u>10,830,449</u>	<u>6,309,782</u>
	<b>TOTAL EQUITY AND LIABILITIES</b>	<u>33,169,242</u>	<u>36,596,090</u>

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



## Financial statements 1 January - 31 December

### Statement of changes in equity

DKK	Share capital	Retained earnings	Total
Equity at 1 January 2017	3,500,000	26,786,308	30,286,308
Transfer through appropriation of profit	0	8,052,485	8,052,485
Extraordinary dividend distributed	0	-16,000,000	-16,000,000
Equity at 31 December 2017	<u>3,500,000</u>	<u>18,838,793</u>	<u>22,338,793</u>

## Financial statements 1 January - 31 December

### Notes to the financial statements

#### 1 Accounting policies

The annual report of Sherwin-Williams Denmark A/S for 2017 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.

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 years 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 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	3-10 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 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

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 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 1 January - 31 December

### Notes to the financial statements

DKK	2017	2016	
<b>2 Staff costs</b>			
Wages/salaries	11,057,008	11,050,053	
Pensions	1,127,183	843,100	
Other social security costs	121,222	124,312	
	<u>12,305,413</u>	<u>12,017,465</u>	
 Average number of full-time employees	 <u>20</u>	 <u>19</u>	
 <b>3 Tax for the year</b>			
Estimated tax charge for the year	2,328,337	1,815,448	
Deferred tax adjustments in the year	-6,606	-27,084	
	<u>2,321,731</u>	<u>1,788,364</u>	
 <b>4 Property, plant and equipment</b>			
	Land and buildings	Other fixtures and fittings, tools and equipment	Total
DKK			
Cost at 1 January 2017	10,226,917	6,690,154	16,917,071
Additions in the year	0	348,733	348,733
Cost at 31 December 2017	<u>10,226,917</u>	<u>7,038,887</u>	<u>17,265,804</u>
Impairment losses and depreciation at 1 January 2017	7,819,608	5,194,302	13,013,910
Amortisation/depreciation in the year	355,320	257,343	612,663
Impairment losses and depreciation at 31 December 2017	<u>8,174,928</u>	<u>5,451,645</u>	<u>13,626,573</u>
Carrying amount at 31 December 2017	<u>2,051,989</u>	<u>1,587,242</u>	<u>3,639,231</u>
 DKK	 <u>2017</u>	 <u>2016</u>	
<b>5 Share capital</b>			
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 1 January - 31 December

### Notes to the financial statements

#### 6 Contractual obligations and contingencies, etc.

##### Other financial obligations

Rent and lease liabilities include liabilities under operating leases for cars, totalling DKK 1,135,457, with remaining contract terms of 1-3 years.

#### 7 Collateral

No security for loans had been placed at 31 December 2017.

#### 8 Related parties

##### Information about consolidated financial statements

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