BESTSELLER UNITED A/S Inge Lehmanns Gade 2 8000 Aarhus C CVR no. 26 50 83 47

Annual report for 2020/21

Adopted at the annual general meeting on

18 November 2021

Lise Kaae

HEARTLAND

BESTSELLER UNITED A/S

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Statement by management on the annual report

The board of directors and executive board have today discussed and approved the annual report of BESTSELLER UNITED A/S for the financial year 1 August 2020 - 31 July 2021.

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 July 2021 and of the results of the company's operations for the financial year 1 August 2020 - 31 July 2021.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

Management recommends that the annual report should be approved by the company in general meeting.

Aarhus, 18 November 2021

Executive board

Anders Holch Povisen

Board of directors

Merete Bech Povlsen

Chairman

Troels Holch Povisen

Anders Holch Povlsen

Independent auditor's report

To the shareholder of BESTSELLER UNITED AIS

Opinion

We have audited the financial statements of BESTSELLER UNITED A/S for the financial year 1 August 2020 - 31 July 2021, which comprise accounting policies, income statement, balance sheet, statement of changes in equity and notes. The financial statements are prepared under 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 July 2021 and of the results of the company's operations for the financial year 1 August 2020 - 31 July 2021 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 " (hereinafter collectively referred to as "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 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 the 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 these 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:

Independent auditor's report

• 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.
- 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 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 management's review.

Our opinion on the financial statements does not cover 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 management's review and, in doing so, consider whether 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 management's review provides the information required under the Danish Financial Statements Act.

Independent auditor's report

Based on the work we have performed, we conclude that management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of management's review.

Aarhus, 18 November 2021

EY Godkendt Revisionspartnerselskab CVR nog 30 70 02 28

State Authorised Public Accountant

mne32732

State Authorised Public Accountant

Company details

The company

BESTSELLER UNITED A/S

Inge Lehmanns Gade 2

8000 Aarhus C

26 50 83 47

Reporting period:

1 August 2020 - 31 July 2021

Domicile:

CVR no.:

Aarhus

Board of directors

Merete Bech Povlsen, chairman Troels Holch Povlsen

Anders Holch Povlsen

Executive board

Anders Holch Povlsen

Auditors

EY Godkendt Revisionspartnerselskab

Værkmestergade 25 8000 Aarhus C

Financial highlights

Seen over a 5-year period, the development of the Company may be described by means of the following financial highlights:

	2020/21	2019/20	2018/19	2017/18	2016/17
Key figures	MDKK	MDKK	MDKK	MDKK	MDKK
D. C. II					
Profit/loss					
Gross profit	-1	0	0	-1	-3
Net financials	3.965	91	2.592	1.874	1.419
Profit for the year	3.922	93	2.592	1.863	1.410
Balance sheet					
Balance sheet total	15.750	11.045	13.432	12.327	11.735
Equity	15.362	10.753	13.412	12.025	11.328
Financial ratios					
Solvency ratio	98%	97%	100%	98%	97%
Return on equity	30%	1%	20%	16%	13%

For definitions, see accounting policies.

Management's review

Business review

The company's main activities are holdings of equity and other securities in fashion and clothing.

Financial review

The company's income statement for the year ended 31 July 2021 shows a profit of TDKK 3.922.301, and the balance sheet at 31 July 2021 shows equity of TDKK 15.362.287.

The result for the year is above last year's expectations and the result for the year is positively impacted by better-thanexpected performance from some investments.

Outlook

The expectations for 2021/22 is to deliver a result at the same level as this year's result.

Impact on external environment

The management believes that the activities do not affect the external environment.

Research and development

There is no research and development in the company.

Statutory corporate social responsibility report

For the reporting on corporate social responsibility cf. section §99a of the Danish Financial Statements Act, BESTSELLER United refers to the parent company HEARTLAND A/S' (CVR number: 28 50 23 70) annual report, where the group policies on corporate responsibility are described

Statutory statement regarding the target figures for the underrepresented gender in the Board of Directors, cf. section 99b of the Danish Financial Statements Act

Description of target figures for the underrepresented gender

Target figures for the underrepresented gender

BESTSELLER United A/S is subject to the rules on target figures and policies for the gender composition of management. BESTSELLER United A/S is, however, of the opinion that qualifications and experience should be the decisive factor behind any job position.

In spite of the above comment and in order to comply with the legislation, we hereby inform that the present Board of Directors of BESTSELLER United A/S consists of 3 members – one woman and two men. There is thus an equal gender composition in the Board of Directors of BESTSELLER United A/S.

Description of policies for the underrepresented gender

Policies for the underrepresented gender

BESTSELLER United A/S has less than 50 employees why no policy has been established to increase the proportion of the underrepresented gender in the other management levels of the company.

Accounting policies

The annual report of BESTSELLER UNITED A/S for 2020/21 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

The accounting policies applied are consistent with those of last year.

The annual report for 2020/21 is presented in TDKK.

Pursuant to sections §112 subsection 1, of the Danish Financial Statements Act, the company has not prepared consolidated financial statements.

Pursuant to section §86 subsection 4, of Danish Financial Statements Act, the company has not prepared a statement of cash flow.

Pursuant to section §96 subsection 3, of Danish Financial Statements Act, the company has not specified fees to the auditors appointed at the annual general meeting.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All costs, including amortisation, depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any installments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit

In pursuance of section 32 of the Danish Financial Statements Act, the company summarizes certain items in the income statement. Gross profit includes other external costs.

Other external costs

Other external costs comprise costs for administration.

Accounting policies

Financial income and costs

Financial income and costs comprise interest income and costs, realized and unrealized gains and losses on securities, payables and transactions denominated in foreign currencies, dividends received on other investments, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme.

Income from investments in subsidiaries and associates

The proportionate share of the profit/loss for the year of subsidiaries is recognised in the company's income statement after full elimination of intra-group profits/losses and amortisation of goodwill. In situations of sales of subsidiaries gains/losses are recognised in the income statement.

The proportionate share of the profit/loss for the year of associates is recognised in the company's income statement after elimination of the proportionate share of intra-group profits/gains and amortisation of goodwill. In situations of sales of associates gains/losses are recognised in the income statement.

Tax on profit for the year

The company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. Subsidiaries participate in the joint taxation arrangement from the time when they are included in the consolidated financial statements and until the time when they withdraw from the consolidation.

On payment of joint taxation contributions, the current Danish income tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have been able to use tax losses to reduce their own taxable profits.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Non-current investments

Investments in subsidiaries and associates

Investments in subsidiaries and associates are measured at the proportionate share of the net asset value of the entities, calculated on the basis of the group's accounting policies, plus or less unrealised intra-group gains or losses and plus any remaining value goodwill stated according to the purchase method.

Investments in subsidiaries, associates and participating interests with a negative net asset value are measured at DKK 0, and the carrying amount of any receivables from these entities is reduced to the extent that they are considered irrecoverable. If the parent company has a legal or constructive obligation to cover a deficit that exceeds the receivable, the balance is recognised under provisions.

Accounting policies

Goodwill is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is between 5 and 20 years. The amortisation period is fixed on the basis of the expected repayment horizon and is longest for strategically acquired entities with strong market positions and long-term earnings profiles.

Net revaluations of investments in subsidiaries and associates are taken to the net revaluation reserve according to the equity method in so far as that the carrying amount exceeds the cost.

Impairment of fixed assets

The carrying amount of investments in subsidiaries and associates is tested annually for impairment, other than what is reflected through normal amortisation and depreciation.

Where there is evidence of impairment, an impairment test is performed for each individual asset or group of assets, respectively. If it is not possible to determine the recoverable amount for individual assets, the assets are reviewed jointly in the smallest identifiable group of assets to determine a reliable recoverable amount.

The recoverable amount is the higher of the net selling price and the value in use. The value in use is determined as the present value of the anticipated net cash flows from the use of the asset or group of assets and the anticipated net cash flows from the disposal of the asset or group of assets after the end of their useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exist. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

Securities

Securities, which consist of listed shares, are measured at fair value at the balance sheet date.

Cash at hand and in bank

Cash at hand and in bank comprise cash in bank.

Equity

Reserve for net revaluation according to the equity method

The reserve for net revaluation according to the equity method in the company's financial statements comprises net revaluation of investments in subsidiaries and associates relative to the cost.

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account.

Accounting policies

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively. Deferred tax is measured at net realisable value.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Liabilities

Liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate 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 costs. If foreign currency transactions are considered cash flow hedges, the value adjustments are taken directly to equity.

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 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 costs.

Fixed assets acquired in foreign currencies are translated at the exchange rate at the transaction date.

Foreign subsidiaries, associates and participating interests are considered separate entities. The income statements are translated at the average exchange rates for the month, and the balance sheet items are translated at the exchange rates at the balance sheet date. Foreign exchange differences arising on translation of such entities opening equity at closing rate and on translation of the income statements from the exchange rates at the transaction date to closing rate are taken directly to the fair value reserve under 'Equity' in the consolidated financial statements.

Foreign exchange adjustments of balances with separate entities which are considered part of the investment in the subsidiary are taken directly to the fair value reserve under 'Equity'. Correspondingly, foreign exchange gains and losses on loans and derivative financial instruments entered into to hedge net investments in such entities are taken directly to equity.

Financial highlights

Definitions of financial ratios.			
	Equity at year-end x 100		
Solvency ratio	Total assets at year-end		
_	Net profit for the year x 100		
Return on equity	Average equity		

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Income statement 1 August - 31 July

	Note	2020/21 TDKK	2019/20 TDKK
Gross profit		-550	-274
Result from investments in subsidiaries		3.796.733	109.081
Result from investments in associates		-23.990	-5.548
Financial income	1	192.681	356
Financial costs	2	-544	-13.223
Profit before tax		3.964.330	90.392
Tax on profit for the year	3	-42.029	2.891
Profit for the year		3.922.301	93.283
Distribution of profit	4		

Balance sheet 31 July

	Note	2021 TDKK	2020 TDKK
Assets			
Investments in subsidiaries	5	14.973.999	10.365.153
Fixed asset investments		14.973.999	10.365.153
Total non-current assets		14.973.999	10.365.153
Receivables from group enterprises		12.088	95.112
Other receivables		5.000	0
Corporation tax		0	2.829
Receivables		17.088	97.941
Securities		758.650	575.005
Securities		758.650	575.005
Cash at bank and in hand		0	6.616
Total current assets		775.738	679.562
Total assets		15.749.737	11.044.715

Balance sheet 31 July

	Note	2021 TDKK	2020 TDKK
Equity and liabilities			
Share capital		4.500	4.500
Reserve for net revaluation under the equity method		5.147.254	1.146.725
Retained earnings		7.950.533	9.601.428
Proposed dividend for the year		2.260.000	0
Equity	7	15.362.287	10.752.653
Provisions relating to investments in group entities		31.590	0
Total provisions		31.590	0
Banks		0	4
Trade payables		89	86
Payables to group enterprises		313.532	291.972
Corporation tax		42.149	0
Other payables		90	0
Total current liabilities		355.860	292.062
Total liabilities		355.860	292.062
Total equity and liabilities		15.749.737	11.044.715
Significant events occurring after end of reporting period	8		
Contingent liabilities	9		
Related parties and ownership structure	10		

Statement of changes in equity

	Reserve for net revaluation under Proposed				
		the equity	Retained	dividend for the	
	Share capital	method	earnings	year	Total
Equity at 1 August	4.500	1.146.725	9.601.428	0	10.752.653
Exchange adjustment, foreign	0	226.645	0	0	226.645
Other equity movements	0	-22.849	0	0	-22.849
Net profit/loss for the year	0	3.796.733	-2.134.432	2.260.000	3.922.301
Contribution from group	0	0	483.537	0	483.537
Equity at 31 July	4.500	5.147.254	7.950.533	2.260.000	15.362.287

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Notes

1	Financial income	2020/21 TDKK	2019/20 TDKK
	Interest received from group enterprises	26	211
	Other financial income	192.655	145
		192.681	356
2	Financial costs		
	Financial costs to group enterprises	536	911
	Other financial costs	8	12.312
		544	13.223
3	Tax on profit for the year Current tax for the year Adjustment of tax concerning previous years	42.149 -120	-2.891 0
		42.029	-2.891
4	Distribution of profit		
	Proposed dividend for the year	2.260.000	0
	Reserve for net revaluation under the equity method	3.796.733	103.530
	Retained earnings	-2.134.432	-10.247
		3.922.301	93.283

Notes

5	Investments in subsidiaries	2021 TDKK	2020 TDKK
	Cost at 1 August	9.218.428	9.249.814
	Additions for the year	554.076	90.602
	Disposals for the year	0	-121.988
	Cost at 31 July	9.772.504	9.218.428
	Revaluations at 1 August	1.146.725	3.152.737
	Disposals for the year	0	-17.232
	Exchange adjustment	226.645	-153.517
	Net profit/loss for the year	3.796.733	109.068
	Received dividend	0	-2.010.000
	Other equity movements, net	-22.849	65.669
	Equity investments with negative net asset value amortised over receivables	22.651	0
	Equity investments with negative net asset value transferred to provisions	31.590	0
	Revaluations at 31 July	5.201.495	1.146.725
	Carrying amount at 31 July	14.973.999	10.365.153

Investments in subsidiaries are specified as follows:

		Ownership
Name	Registered office	interest
BESTSELLER A/S	Brande, Denmark	100%
BESTSELLER Birlesik Tekstil Ltd.	Istanbul, Turkey	10%
United Capital 2009 A/S	Aarhus, Denmark	100%
Aktieselskabet af 5.6.2014	Aarhus, Denmark	100%
Aktieselskabet af 5.5.2010	Aarhus, Denmark	100%
Aktieselskabet af 14.10.2012	Aarhus, Denmark	100%
Aktieselskabet af 1.2.2017	Aarhus, Denmark	100%
Bianco Footwear A/S	Kolding, Denmark	100%
Miinto Holding ApS	Copenhagen, Denmark	74%
Invest FWD A/S	Aarhus, Denmark	100%
Braveheart International Limited	London, United Kingdom	100%
Ca'shott A/S	Lunderskov, Denmark	100%
Aktiebolaget av 31.05.2021	Gothenburg, Sweden	100%
BFG 2021 GmbH	Düsseldorf, Germany	100%
Aksjeselskapet av 31. mai 2021	Oslo, Norway	100%

Notes

6	Investments in associates	2021 TDKK	2020 TDKK
	Cost at 1 August	0	52.182
	Additions for the year	23.990	0
	Disposals for the year	-23.990	-52.182
	Cost at 31 July	0	0
	Revaluations at 1 August	0	-46.088
	Disposals for the year	3.780	51.625
	Net profit/loss for the year	-3.780	-5.537
	Revaluations at 31 July	0	0
	Carrying amount at 31 July	0	0

7 Equity

The share capital has developed as follows:

	2020/21	2019/20	2018/19	2017/18	2016/17
	TDKK	TDKK	TDKK	TDKK	TDKK
Share capital at 1 August	4.500	4.500	4.500	5.000	5.000
Disposals for the year	0	0	0	-500	0
Share capital	4.500	4.500	4.500	4.500	5.000

8 Significant events occurring after end of reporting period

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Notes

9 Contingent liabilities

The Company is jointly taxed with the other Danish enterprises in the group and are jointly and severally liable for the taxes that concern the joint taxation. The total amount appears from the annual report of HEARTLAND A/S, which is the administration company in the joint taxation.

The company has issued a letter of support to an affiliated company in the group.

10 Related parties and ownership structure

Controlling interest

HEARTLAND A/S, Inge Lehmanns Gade 2, 8000 Aarhus C (Majority owner)

Transactions

Purchase of services from group enterprises - DKK 63 thousands

Interest income from group enterprises - DKK 26 thousands Interest expenses to group enterprises - DKK 536 thousands

Capital contributions - DKK 540.774 thousands
Capital contributions received - DKK 483.537 thousands
Purchase of shares in group enterprises - DKK 13.302 thousands
Purchase of shares in associates - DKK 23.990 thousands

Receivables from group enterprises - decreased by 60.373 thousands Payables to group enterprises - increased by 21.560 thousands