

SUPERDRY NORDIC AND BALTICS A/S
EMDRUPVEJ 26 1., 2100 KØBENHAVN Ø
ANNUAL REPORT
1 MAY 2019 - 30 APRIL 2020

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on 29 October 2021**

Ruth Patricia Daniels

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COMPANY DETAILS

Company	SUPERDRY NORDIC AND BALTICS A/S Emdrupvej 26 1. 2100 Copenhagen Ø CVR No.: 27 35 49 39 Established: 18 September 2003 Registered Office: Copenhagen Ø Financial Year: 1 May 2019 - 30 April 2020
Board of Directors	Ruth Patricia Daniels, chairman Shaun Simon Wills Carolyn Jane Pollard
Executive Board	Carolyn Jane Pollard
Auditor	Deloitte Statsautoriseret Revisionspartnerselskab Dokken 8 6700 Esbjerg

BOARD OF DIRECTORS STATEMENT AND MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of SUPERDRY NORDIC AND BALTICS A/S for the financial year 1 May 2019 - 30 April 2020.

The Annual Report is presented in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the Company's assets, liabilities and financial position at 30 April 2020 and of the results of the Company's operations for the financial year 1 May 2019 - 30 April 2020.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

We recommend the Annual Report be approved at the Annual General Meeting.

Gloucestershire, 29 October 2021

Executive Board

Carolyn Jane Pollard

Board of Directors

Ruth Patricia Daniels
Chairman

Shaun Simon Wills

Carolyn Jane Pollard

THE INDEPENDENT AUDITOR'S REPORT

To the Shareholder of SUPERDRY NORDIC AND BALTICS A/S

Conclusion

We have performed an extended review of the Financial Statements of SUPERDRY NORDIC AND BALTICS A/S for the financial year 1 May 2019 - 30 April 2020, which comprise income statement, Balance Sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The Financial Statements are prepared under the Danish Financial Statements Act.

Based on the work performed in our opinion, the Financial Statements give a true and fair view of the Company's financial position at 30 April 2020 and of the results of the Company's operations for the financial year 1 May 2019 - 30 April 2020 in accordance with the Danish Financial Statements Act.

Basis for Conclusion

We conducted our extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR - Danish Auditors' standard on extended review of Financial Statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Extended Review 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 evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

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 Extended Review of the Financial Statements

Our responsibility is to express a conclusion on the Financial Statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the Financial Statements and in addition perform specifically required supplementary procedures to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on the Financial Statements.

Statement on the Management Commentary

Management is responsible for the Management Commentary.

Our conclusion on the Financial Statements does not cover the Management Commentary, and we do not express any form of assurance conclusion thereon.

THE INDEPENDENT AUDITOR'S REPORT

In connection with our extended review of the Financial Statements, our responsibility is to read the Management Commentary and, in doing so, consider whether the Management Commentary is materially inconsistent with the Financial Statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

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

Based on the work we have performed, we conclude that the Management Commentary 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 in the Management Commentary.

Esbjerg, 29 October 2021

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR no. 33 96 35 56

Bo Klitten Kjærgaard
State Authorised Public Accountant
MNE no. mne34507

MANAGEMENT COMMENTARY

Principal activities

The Entity's activity is to engage in wholesaling of fashion clothes, shoes and other consumer goods in Scandinavia.

Development in activities and financial and economic position

The company continues to be a wholesale agent for the Superdry brand. Operations in 2019/20 is as pure wholesale agent. A commission is now received from DKH Retail Ltd (a group company) on net sales made. This is invoiced in DKK which considerably reduces the FX risk.

Profit/loss for the year compared to the expected development

The company's earnings and economic development were as expected.

The company's achieved profit for the year 2019/20 is DKK 4 million. DKK 10 million in 2018/19. The result for 2019/20 is considered satisfactory.

The result is as expected since a progress in operations was expected.

Significant events after the end of the financial year

No events have occurred after the end of the financial year of material importance for the company's financial position.

In March 2020 the World Health Organization declared the global novel coronavirus disease 2019 (COVID-19) outbreak a pandemic, and the effect of this pandemic have had a huge impact on the results and financial condition of the Group and the Company. In addition, as of the date the financial statements were available to be issued, there is still uncertainty with respect long term impact.

INCOME STATEMENT 1 MAY - 30 APRIL

	Note	2019/20 DKK	2018/19 DKK
GROSS PROFIT	1	16,578,835	21,135,783
Staff costs.....	2	-8,760,589	-8,743,437
Depreciation, amortisation and impairment.....		-834,431	-849,589
OPERATING PROFIT		6,983,815	11,542,757
Other financial income.....	3	0	2,238,657
Other financial expenses.....	4	-1,539,199	-974,227
PROFIT BEFORE TAX		5,444,616	12,807,187
Tax on profit/loss for the year.....	5	-1,200,493	-2,856,343
PROFIT FOR THE YEAR		4,244,123	9,950,844
PROPOSED DISTRIBUTION OF PROFIT			
Retained earnings.....		4,244,123	9,950,844
TOTAL		4,244,123	9,950,844

BALANCE SHEET AT 30 APRIL

ASSETS	Note	2020 DKK	2019 DKK
Intangible fixed assets acquired.....		46,790	159,086
Intangible assets.....	6	46,790	159,086
Other plant, machinery, tools and equipment.....		1,937,301	1,917,965
Leasehold improvements.....		5,914	9,858
Property, plant and equipment.....	7	1,943,215	1,927,823
Rent deposit and other receivables.....		593,250	587,002
Financial non-current assets.....	8	593,250	587,002
NON-CURRENT ASSETS.....		2,583,255	2,673,911
Receivables from group enterprises.....		69,382,602	59,881,942
Deferred tax assets.....		3,324	0
Other receivables.....		349,310	605,072
Income tax receivable.....		929,680	0
Prepayments and accrued income.....	9	21,584	442,422
Receivables.....		70,686,500	60,929,436
Cash and cash equivalents.....		1,381,213	3,160,728
CURRENT ASSETS.....		72,067,713	64,090,164
ASSETS.....		74,650,968	66,764,075

BALANCE SHEET AT 30 APRIL

EQUITY AND LIABILITIES	Note	2020 DKK	2019 DKK
Share capital.....		500,000	500,000
Retained profit.....		47,180,455	42,936,329
EQUITY.....		47,680,455	43,436,329
Provision for deferred tax.....		0	84,384
PROVISIONS.....		0	84,384
Joint taxation contribution payable.....		1,288,201	0
Other liabilities.....		594,057	0
Non-current liabilities.....	10	1,882,258	0
Bank debt.....		152,804	9,508
Short term portion of long term liabilities.....		0	600,760
Trade payables.....		809,431	764,096
Payables to group enterprises.....		20,499,859	15,676,959
Joint tax contribution payable.....		2,870,423	4,711,880
Other liabilities.....		755,738	1,480,159
Current liabilities.....		25,088,255	23,243,362
LIABILITIES.....		26,970,513	23,243,362
EQUITY AND LIABILITIES.....		74,650,968	66,764,075
 Contingencies etc.	 11		
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EQUITY

	Share capital	Retained profit	Total
Equity at 1 May 2019.....	500,000	42,936,332	43,436,332
Proposed profit allocation.....		4,244,123	4,244,123
Equity at 30 April 2020.....	500,000	47,180,455	47,680,455

NOTES

			Note
Special items			1
Comprise compensation received from COVID-19 aid packages the Temporary compensation for salaries for employees established as a result of the outbreak and spread of COVID-19 in 2020 with DKK 286k for salaries for employees aid packages.			
Staff costs			2
Average number of employees	10	15	
Wages and salaries.....	8,338,028	8,031,224	
Pensions.....	391,129	383,914	
Social security costs.....	31,432	213,479	
Other staff costs.....	0	114,820	
	8,760,589	8,743,437	
Other financial income			3
Group enterprises.....	0	2,238,657	
	0	2,238,657	
Other financial expenses			4
Group enterprises.....	457,951	0	
Other interest expenses.....	1,081,248	974,227	
	1,539,199	974,227	
Tax on profit/loss for the year			5
Calculated tax on taxable income of the year.....	1,288,201	2,870,423	
Adjustment of deferred tax.....	-87,708	-14,080	
	1,200,493	2,856,343	
Intangible assets			6
		Intangible fixed assets acquired	
Cost at 1 May 2019.....		1,122,965	
Cost at 30 April 2020.....		1,122,965	
Amortisation at 1 May 2019.....		963,879	
Amortisation for the year.....		112,296	
Amortisation at 30 April 2020.....		1,076,175	
Carrying amount at 30 April 2020.....		46,790	

NOTES

				Note
Property, plant and equipment				7
		Other plant, machinery, tools and equipment	Leasehold improvements	
Cost at 1 May 2019.....	5,589,798		1,268,921	
Additions.....	1,165,035		0	
Disposals.....	-1,132,654		0	
Cost at 30 April 2020.....	5,622,179		1,268,921	
Depreciation and impairment losses at 1 May 2019.....	3,671,841		1,259,063	
Reversal of depreciation of assets disposed of.....	-679,593		0	
Depreciation for the year.....	692,630		3,944	
Depreciation and impairment losses at 30 April 2020.....	3,684,878		1,263,007	
Carrying amount at 30 April 2020.....	1,937,301		5,914	
 Financial non-current assets				 8
			Rent deposit and other receivables	
Cost at 1 May 2019.....			587,002	
Additions.....			6,248	
Cost at 30 April 2020.....			593,250	
Carrying amount at 30 April 2020.....			593,250	
 Prepayments and accrued income				 9
Costs.....	21,584		442,422	
	21,584		442,422	
Prepayments and accrued income contain prepayments, primarily rent, insurance and contingents relating to the following financial year.				
 Long-term liabilities				 10
	30/4 2020 total liabilities	Repayment next year	Debt outstanding after 5 years	30/4 2019 total liabilities
Lease liabilities.....	0	0	0	600,760
Corporation tax.....	1,288,201	0	0	0
Other liabilities.....	594,057	0	0	0
	1,882,258	0	0	600,760

NOTES

Note

Contingencies etc.

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The Entity has entered into lease of a property. The lease is interminable by the lessor until 31.10.2024, after which the period of notice is six months. The annual rent is DKK 1,233k and the rent is indexed annually.

The Entity has entered into an operating lease agreement.

The lease contract has a residual maturity of 10 months with a residual lease payment of 87k.

Joint liabilities

The Danish companies of the group is jointly and severally liable for tax on the group's jointly taxed income and for certain possible withholding taxes such as dividend tax and royalty tax, and for the joint registration of VAT.

Tax payable of the group's jointly taxed income amounts to DKK ('000) 0 at the balance sheet date.

Charges and securities

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Bank loans are secured by way of a deposited letter of indemnity for DKK 6,000k nominal, see § 37 of the Danish Registration of Property Act, in trade receivables, inventories, operating equipment and tools, etc. The carrying amount of the assets charged is DKK 1,984k at 30.04.2020.

The Entity has guaranteed a group enterprise's bank loans. The group enterprise's bank loans total DKK 0 at 30.04.2020.

Consolidated Financial Statements

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Name and registered office of the Parent preparing consolidated financial statements for the largest and smallest group:

Superdry Plc, Gloucestershire, United Kingdom

The group report for the foreign parent company can be ordered from the following address:

<https://corporate.superdry.com/media/2821/27279-superdry-annual-report-2020-webready.pdf>

ACCOUNTING POLICIES

The Annual Report of SUPERDRY NORDIC AND BALTICS A/S for 2019/20 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared consistently with the accounting principles used last year.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

INCOME STATEMENT

Gross profit

Gross profit or loss comprises revenue, changes in inventories of finished goods, cost of sales, other operating income and external expenses.

Net revenue

Net revenue from sale of merchandise and finished goods is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

Net revenue from sale of merchandise and finished goods is recognised in the Income Statement when the counterparty use the service.

Other operating income

Public grants are recognised when a final commitment has been received from the grantor and it is probable that the conditions of the grant will be fulfilled. Grants are recognised as income in the income statement as earned.

Cost of sales

Cost of sales comprise costs incurred to achieve the net revenue for the year, including direct and indirect costs of raw materials and consumables and commission for agents to achieve sales commission.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operational lease expenses, etc.

Payments related to operating lease expenses and other lease agreements are recognised in the Income Statement during the continuance of the contract. The Company's total liability concerning operating and other lease agreements are stated under contingencies, etc.

ACCOUNTING POLICIES

Staff costs

Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

Financial income and expenses

Financial income and expenses include interest income and expenses including group enterprises, financial expenses of finance leases, realised and unrealised gains and losses arising from debt and transactions in foreign currencies, amortisation of financial assets and liabilities as well as charges and allowances under the tax-on-account scheme etc. Financial income and expenses are recognised in the income statement by the amounts that relate to the financial year.

Tax

The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

BALANCE SHEET

Intangible fixed assets consists of development projects

Development projects are measured at the lower of cost less accumulated amortisation and writedowns or the recoverable amount. Development projects are amortised over 10 years.

Patents and licences are measured at the lower of cost less accumulated amortisation and the recoverable amount. Patents are amortised over the remaining patent period and licences are amortised over the period of the agreement, however, no more than 8 years.

Profit or loss from sale of intangible fixed assets is calculated at the difference between the sales price and the carrying amount at the time of the sale. Profit and loss are recognised in the Income Statement under other operating income or other operating expenses.

Tangible fixed assets

Other plants, fixtures and equipment and leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	<i>Useful life</i>
Other plant, fixtures and equipment.....	3-6 years
Leasehold improvements.....	5 years

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as as depreciation and write-downs.

ACCOUNTING POLICIES

Lease contracts

Lease contracts relating to tangible fixed assets where the company bears all material risks and benefits attached to the ownership (finance lease) are recognised as assets in the balance sheet. The assets are at the initial recognition measured at calculated cost equal to the lower of fair value and present value of the future lease payments. The internal interest rate of the lease contract is used as discounting factor or an approximate value when calculating the present value. Finance lease assets are depreciated similarly to the company's other tangible fixed assets.

for which the Company bears all material risks and benefits attached to the ownership (finance lease, see IAS 17) are recognised as assets in the Balance Sheet. The assets are at the initial recognition measured at the lower of cost stated at fair value and the and present value of the future lease payments. The internal interest rate of the lease contract, or alternatively the Company's loan interest, is used as discounting factor when calculating the present value. Finance lease assets are hereafter treated as the Group's and the Company's other similar tangible fixed assets.

The capitalised residual lease liability is recognised in the balance sheet as a liability and the interest portion of the lease payment is recognised in the income statement over the term of the contract.

All other lease contracts are considered to be operating leases. Payments related to operating leases and other rental agreements are recognised in the income statement over the term of the contract. The company's total liability relating to operating leases and rental agreements is disclosed as contingencies etc.

ACCOUNTING POLICIES

Fixed asset consist of rent deposit

Rent deposit are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Impairment of fixed assets

The carrying amount of intangible fixed and tangible assets together with fixed assets, which are not measured at fair value, are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

Receivables

Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Accruals, assets consists of prepayments amt accrued income

Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Tax payable and deferred tax

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

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the on account tax scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.

Deferred tax is measured on the basis of the tax rules and tax rates that under the legislation in force on the balance sheet date would be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities

Amortised cost of current liabilities usually corresponds to nominal value.

The capitalised residual lease liability on finance lease contracts is also recognised as financial liabilities.

ACCOUNTING POLICIES

Foreign currency translation

Transactions in foreign currencies are translated at yearly standard rate. Exchange differences arising between yearly standard rate and the rate on the payment date are recognised in the income statement as a financial income or expense.

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