# SUPERDRY RETAIL DENMARK A/S (UNDER TVANGSOPLØSNING) EMDRUPVEJ 26, 1., 2100 KØBENHAVN Ø.

ANNUAL REPORT

1 MAY 2021 - 30 APRIL 2022

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 3 February 2023

Darren Jeffrey Cates

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## **COMPANY DETAILS**

Company SUPERDRY RETAIL DENMARK A/S (Under tvangsopløsning)

Emdrupvej 26, 1. 2100 Copenhagen Ø

CVR No.: 29 81 35 82

Established: 30 September 2008

Municipality: Copenhagen

Financial Year: 1 May 2021 - 30 April 2022

**Board of Directors** Ruth Patricia Daniels, chairman

Shaun Simon Wills Darren Jeffrey Cates

**Executive Board** Darren Jeffrey Cates

**Auditor** Deloitte

Statsautoriseret Revisionspartnerselskab

Dokken 8 6700 Esbjerg

#### MANAGEMENT'S STATEMENT

Chairman

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of SUPERDRY RETAIL DENMARK A/S (Under tvangsopløsning) for the financial year 1 May 2021 - 30 April 2022.

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 2022 and of the results of the Company's operations for the financial year 1 May 2021 - 30 April 2022.

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, 3 February 2023

Executive Board

Darren Jeffrey Cates

Board of Directors

Ruth Patricia Daniels

Shaun Simon Wills

Darren Jeffrey Cates

#### THE INDEPENDENT AUDITOR'S REPORT

To the Shareholder of SUPERDRY RETAIL DENMARK A/S (Under tvangsopløsning)

#### REPORT ON EXTENDED REVIEW OF THE FINANCIAL STATEMENTS

#### Conclusion

We have performed an extended review of the Financial Statements of SUPERDRY RETAIL DENMARK A/S (Under tvangsopløsning) for the financial year 1 May 2021 - 30 April 2022, 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 2022 and of the results of the Company's operations for the financial year 1 May 2021 - 30 April 2022 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' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), together with the ethical requirements that are relevant to our audit of the financial statements in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. 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.

#### THE INDEPENDENT AUDITOR'S REPORT

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

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.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Violation of Danish Financial Statements Act legislation on the submission of annual report The company has carried out the annual report for the period 1 May 2021 - 30 April 2022 late in relation to the provisions of the Danish Financial Statements Act § 138, whereby management may incur liability.

Esbjerg, 3 February 2023

Deloitte Statsautoriseret Revisionspartnerselskab CVR no. 33 96 35 56

Jes Rotbøl Primdahl State Authorised Public Accountant MNE no. mne42811

#### MANAGEMENT COMMENTARY

#### Principal activities

The principal activities comprise is to operate retail shops.

#### Development in activities and financial and economic position

There have been no changes to the company's areas of activity during the financial year.

The company's achieved profit for the year 2021/22 is DKK 2.411k. In 2020/21 the company had a profit of DKK 4,692k. The result for 2021/22 is considered satisfactory.

In the finans year Superdry Retail Denmark A/S merged with Superdry Nordic & Baltics A/S, SD1 ApS and SD 2 ApS (with Superdry Retail Denmark A/S as the surviving company). The comparative figures have not been restated as a result of using booked value method.

#### Guarantee for capital

We, the undersigned Parent Company, Superdry Plc, company number 07063562, ultimate parent company for Superdry Retail Denmark A/S, CVR-nr. 29813582, hereby commit ourselves unconditionally by contributions - alternatively by waiver of claims or by infusion of capital - to secure the operations of the enterprise.

This Guarantee shall be in force until further notice and may be terminated at a coming Annual General Meeting of the Subsidiary to end on expiry of the following financial year.

Any contribution paid should be repayable through payment of excess available gains within the scope of Danish legislation. In case of liquidation of the enterprise, contributions cannot be paid out until all other creditors have been fully covered, however, before payment to the shareholders.

#### 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.

The business is in compulsory dissolution but is being resolved.

# **INCOME STATEMENT 1 MAY - 30 APRIL**

	Note	<b>2021/22</b> DKK	<b>2020/21</b> DKK
GROSS PROFIT	1	22,791,545	14,872,087
Staff costs  Depreciation, amortisation and impairment	2	-14,307,948 -3,197,667	-6,305,610 -2,047,259
OPERATING PROFIT		5,285,930	6,519,218
Other financial income Other financial expenses	3 4	206,768 -2,369,343	148,093 -629,791
PROFIT BEFORE TAX		3,123,355	6,037,520
Tax on profit/loss for the year	5	-712,300	-1,345,791
PROFIT FOR THE YEAR		2,411,055	4,691,729
PROPOSED DISTRIBUTION OF PROFIT			
Retained earnings		2,411,055	4,691,729
TOTAL		2,411,055	4,691,729

# **BALANCE SHEET AT 30 APRIL**

ASSETS	Note	<b>2022</b> DKK	<b>2021</b> DKK
Intangible fixed assets acquired	6	4,485 <b>4,485</b>	0 <b>0</b>
Other plant, machinery, tools and equipment  Leasehold improvements  Property, plant and equipment	7	726,899 1,042,189 <b>1,769,088</b>	671,150 2,849,391 <b>3,520,541</b>
Rent deposit and other receivables	8	4,877,201 <b>4,877,201</b>	4,083,509 <b>4,083,509</b>
NON-CURRENT ASSETS.		6,650,774	7,604,050
Finished goods and goods for resale		6,097,733 <b>6,097,733</b>	4,904,126 <b>4,904,126</b>
Receivables from group enterprises  Deferred tax assets  Other receivables  Joint tax contribution receivable  Prepayments and accrued income.  Receivables		40,260,364 2,391,671 12,015 0 1,003,380 43,667,430	4,480,646 2,448,372 228,017 1,171,485 151,880 8,480,400
Cash and cash equivalents		2,564,248	1,811,835
CURRENT ASSETS		52,329,411	15,196,361
ASSETS		58,980,185	22,800,411

# **BALANCE SHEET AT 30 APRIL**

EQUITY AND LIABILITIES	Note	<b>2022</b> DKK	<b>2021</b> DKK
Share capitalRetained profit		1,000,100 18,058,106	1,000,000 -29,058,844
EQUITY		19,058,206	-28,058,844
Other provisions for liabilities		1,121,983	1,139,658
PROVISIONS		1,121,983	1,139,658
Corporation tax  Non-current liabilities	9	651,288 <b>651,288</b>	546,528 <b>546,528</b>
Trade payables. Payables to group enterprises. Corporation tax. Other liabilities. Accruals and deferred income. Current liabilities.		4,523,531 26,196,885 1,194,074 3,346,718 2,887,500 <b>38,148,708</b>	689,449 42,158,030 0 2,668,090 3,657,500 49,173,069
LIABILITIES		38,799,996	49,719,597
EQUITY AND LIABILITIES.		58,980,185	22,800,411
Contingencies etc.	10		
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# **EQUITY**

		Retained	
	Share capital	profit	Total
Equity at 1 May 2021	1,000,000	-29,058,844	-28,058,844
Proposed profit allocation		2,411,055	2,411,055
<b>Transactions with owners</b> Additions/disposals relating to equity by mergers and acquisitions	100	44,705,895	44,705,995
Equity at 30 April 2022	1,000,100	18,058,106	19,058,206

			Note
Gross profit Gross profit comprise compensation received from COVID-19 aid compensation for salaries for employees and fixed costs es outbreak and spread and COVID-19 in 2021 and 2022, with employees and DKK 4,754k for the fixed costs aid packages.	tablished as a	result of the	1
Staff costs Average number of employees	32	22	2
Wages and salaries Pensions Social security costs Other staff costs	13,609,146 616,222 73,781 8,799	6,018,831 235,390 51,049 340	
	14,307,948	6,305,610	
Other financial income Group enterprises	206,768	148,093	3
	206,768	148,093	
Other financial expenses			4
Group enterprisesOther financial expenses	2,352,382 16,961	592,789 37,002	
	2,369,343	629,791	
Tax on profit/loss for the year			5
Calculated tax on taxable income of the year	651,288 61,012	546,528 799,263	
	712,300	1,345,791	
Intangible assets			6
		Intangible fixed assets acquired	
Addition from mergers and acquisition of Company  Cost at 30 April 2022		1,122,965 <b>1,122,965</b>	
Amortisation and impairment from mergers and acquisitions  Amortisation at 30 April 2022	1,118,480 <b>1,118,480</b>		
Carrying amount at 30 April 2022	4,485		

			Note
Property, plant and equipment			7
	Other plant,		
	machinery, tools	Leasehold	
	and equipment	improvements	
Cost at 1 May 2021	. 5,075,093	15,105,907	
Additions	. 17,206	0	
Addition from mergers and acquisition of Company	, ,	, ,	
Disposals			
Cost at 30 April 2022	. 6,133,109	17,410,310	
Depreciation and impairment losses at 1 May 2021	3,645,872	12,256,516	
Impairment losses	. 693,974		
Depreciation for the year		, ,	
Depreciation and impairment from mergers and acquisitions			
Depreciation and impairment losses at 30 April 2022	. 2,325,277	16,368,121	
Carrying amount at 30 April 2022	. 3,807,832	1,042,189	
Financial non-current assets			8
		Rent deposit and	_
		other receivables	
Cost at 1 May 2021		. 4,083,509	
Additions		. 39,784	
Addition from mergers and acquisition of Company			
Cost at 30 April 2022	•••••	. 4,877,201	
Carrying amount at 30 April 2022		4,877,201	
Long-term liabilities			9
30/4 2022 Rep	] payment outstan	Debt ding 30/4 2021	
total liabilities no	ext year after 5 y	ears total liabilities	
Corporation tax	94,074	0 546,528	
1,845,362 1,19	94,074	0 546,528	

Note

Contingencies etc. 10

#### Contingent liabilities

The Entity has entered into lease of a property. The lease is interminable by the lessor until 31.01.2026, after which the period of notice is twelve months. The annual rent is DKK 7,983k and the rent is indexed annually.

For the other lease, the annual rent is based on revenue at 10% of gross revenue with a period of notive of 4 month. The annual rent is DKK 1,061k.

The Entity has entered into lease of a property. The lease is interminable by the lessor until 31.07.2024, after which the period of notice is twelve months. The annual rent is DKK 3,375k and the rent is indexed annually.

The Entity has entered into lease of a property. The annual rent is based on revenue at 10% of gross revenue with a period of notive of 4 month. The annual rent is DKK 0k.

#### 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 1,774k at 30.04.2022.

#### Uncertainty with respect to going concern

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The going concern assumption is based on the receipt of a letter of comfort from group enterprise.

The letter of comfort has the following wording:

## Letter of comfort Superdry Retail Denmark A/S

#### Guarantee for capital

We, the undersigned Parent Company, Superdry Plc, company number 07063562, owner of 100% of the shares in Superdry Retail Denmark A/S, CVR-nr. 29813582, hereby commit ourselves unconditionally by contributions - alternatively by waiver of claims or by infusion of capital - to secure the operations of the enterprise.

This Guarantee shall be in force until further notice and may be terminated at a coming Annual General Meeting of the Subsidiary to end on expiry of the following financial year.

Any contribution paid should be repayable through payment of excess available gains within the scope of Danish legislation. In case of liquidation of the enterprise, contributions cannot be paid out until all other creditors have been fully covered, however, before payment to the shareholders.

Note

Consolidated Financial Statements

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

Superdry PLC, Gloustershire, United Kingdom.

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

https://corporate.superdry.com/media/3280/annual-report-and-accounts-fy22.pdf

The Annual Report of SUPERDRY RETAIL DENMARK A/S (Under tvangsopløsning) for 2021/22 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.

#### Insufficient comparability

In the finans year Superdry Retail Denmark A/S merged with Superdry Nordic & Baltics A/S, SD1 ApS and SD 2 ApS (with Superdry Retail Denmark A/S as the surviving company). The comparative figures have not been restated as a result of using booked value method, why comparability to 2020/21 is insufficient.

#### INCOME STATEMENT

#### Gross profit or loss

Gross profit or loss comprises revenue, changes in inventories of goods for resale, cost of sales 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.

Where products with a high degree of individual adjustments are delivered, recognition in net revenue is made as and when the production progresses, the net revenue being equal to the sales value of the work performed for the year (the production method). This method is applied when the total costs and expenses regarding the contract and the degree of completion at the balance sheet date can be reliably assessed, and it is likely that the financial benefits will flow to the company.

## 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 of sales for the financial year measurd at cost, adjusted for ordinary inventory write-downs.

#### Other external expenses

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

## 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 expenses also to group group enterprises, debt and transactions in foreign currencies as well as charges and allowances under the tax-on-account scheme etc. Financial 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

Acquired goodwill is measured at cost less accumulated amortisation. Goodwill is amortised on a straight-line basis over the expected useful life which is estimated to 5 years. The period of amortisation is determined based on an assessment of the acquired company's position in the market and earnings profile, and the industry-specific conditions.

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

Production plant and machinery, 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:

	Useful life
Other plants, fixtures and equipment	3-5 years
Leasehold improvements	5-7 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 other operating income or other operating expenses.

#### Financial non-current assets

The combination method is applied when acquiring enterprises within the Group, where the combination is regarded as completed at the date of acquisition (booked value), and by using the carrying amounts of the assets and liabilities acquired.

#### 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.

#### **Inventories**

Inventories are measured according to the weighted average cost. For practical reasons and unless there is a significant difference, the last purchase price is used. If the net realisable value is lower than cost, the inventories are written down to the lower value.

The net realisable value of inventories is stated at sales price less completion costs and costs incurred to execute the sale and is determined with due regard to marketability, obsolescence and development in expected sales price.

#### Receivables

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

#### Prepayments and accrued income

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

#### Cash and cash equivalents

Cash comprises cash in hand and bank deposits.

#### Other provisions for liabilities

Other provisions for liabilities include the expected cost of reinstate rented premises.

The provision for liabilities is measured and recognised on the basis of experience.

#### 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.

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

Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs.

Amortised cost of current liabilities usually corresponds to nominal value.

#### Accruals, liabilities

Accruals recognised as liabilities include payments received regarding income in subsequent years.

# Foreign currency translation

Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date 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.

On recognition of foreign subsidiaries that are not independent entities, but integrated entities, monetary items are translated at the exchange rate on the balance sheet date. Non-monetary items are translated at the rate at the time of acquisition or at the time of subsequent revaluation or writedown of the asset. The items of the income statement are translated at the rate on the transaction date, items derived from non-monetary items being translated at the historic rates of the non-monetary item.