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FERM LIVING APS

LAPLANDSGADE 11, 2300 KØBENHAVN S

ANNUAL REPORT

1 JANUARY - 31 DECEMBER 2019

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 26 March 2020

Michiel Albert H. Deturck

The English part of this document is an unofficial translation of the original Danish text, and in case of any discrepancy between the Danish text and the English translation, the Danish text shall prevail.



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COMPANY DETAILS

Company ferm LIVING ApS

Laplandsgade 11 2300 Copenhagen S

CVR No.: 30 07 01 86
Established: 23 November 2006
Registered Office: Copenhagen

Financial Year: 1 January - 31 December

Board of Directors Michiel Albert H Deturck, chairman

Joris Koen Van Troos, vice-chairman

Anna Kathrine Neve Andersen

Board of Executives Peter Mikael Vedel

Auditor BDO Statsautoriseret revisionsaktieselskab

Havneholmen 29 1561 Copenhagen V

Bank Nykredit A/S

Kalvebod Brygge 47 1780 Copenhagen V

Sydbank Kgs. Nytorv 30 1050 Copenhagen K



STATEMENT BY BOARD OF DIRECTORS AND BOARD OF EXECUTIVES

Today the Board of Directors and Board of Executives have discussed and approved the Annual Report of ferm LIVING ApS for the financial year 1 January - 31 December 2019.

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 financial position at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019.

The Management's Review includes in our opinion a fair presentation of the matters dealt with in the Review.

We recommend the Annual Repor	rt be approved at the Annual Gene	eral Meeting.
Copenhagen, 26 March 2020		
Board of Executives		
Peter Mikael Vedel		
Board of Directors		
Michiel Albert H Deturck Chairman	Joris Koen Van Troos Vice-chairman	Anna Kathrine Neve Andersen



INDEPENDENT AUDITOR'S REPORT

To the Shareholder of ferm LIVING ApS

Opinion

We have audited the Financial Statements of ferm LIVING ApS for the financial year 1 January - 31 December 2019, which comprise income statement, balance sheet, statement of changes in equity, notes and a summary of significant accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the assets, liabilities and financial position of the Company at 31 December 2019 and of the results of the Company's operations for the financial year 1 January - 31 December 2019 in accordance with the Danish Financial Statements Act.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these 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 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 judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.



INDEPENDENT AUDITOR'S REPORT

- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our 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.



INDEPENDENT AUDITOR'S REPORT

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.

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.

Copenhagen, 26 March 2020

BDO Statsautoriseret revisionsaktieselskab CVR no. 20 22 26 70

Per Frost Jensen State Authorised Public Accountant MNE no. mne27740



FINANCIAL HIGHLIGHTS

	2019	2018	2017	2016	2015
	DKK ('000)				
Income statement Gross profit/loss Operating profit Financial income and expenses, net	47.967	41.093	36.830	34.280	0
	21.747	16.063	16.184	15.416	21.979
	-332	-1.230	-1.404	-752	-385
Profit for the year before tax Profit for the year	21.415	14.833	14.780	14.664	21.594
	16.386	11.434	11.364	10.881	16.459
Balance sheet Balance sheet total Equity	65.812	55.805	61.324	41.205	35.885
	39.511	23.125	11.692	11.328	23.447
Ratios Solvency ratio	60,0	41,4	19,1	27,5	65,3

The ratios stated in the list of key figures and ratios have been calculated as follows:

Solvency ratio:

Equity ex. minorities, at year end x 100 Total equity and liabilities, at year end

The ratios follow in all material respects the recommendations of the Danish Finance Society.



MANAGEMENT'S REVIEW

Principal activities

Ferm LIVING is a distinct brand with primary activity to design, develop and distribute its portfolio of interior design products across it's numerous retail partners all over the world.

Development in activities and financial position

During the year the company has continued to launch new accessory products, expand its furniture and lighting collection and introduce new items in the KIDS assortment.

The geographical presence has expanded and among others a new distributor in Australia has started growing the retail distribution and other new markets to follow. At the same time the work with existing partners in key markets to grow the business continues.

A branch has been established in USA to support growth of this important market.

Aligned with the Brand strategy a new website has been launched during the year and the traffic continued to grow month on month, proving the continued increase in interest from the consumers. At the same time every week new brand fans are added to our social media community, which now has more than 800.000 followers across the world.

New tools have been developed and implemented in product management to strengthen the future development of our product portfolio. Made to order for upholstery has been introduced and new suppliers has been added to both improve current performance, margins and provide better scalability for the future.

Profit for the year compared to future expectations

Sales has grown overall aligned with expectations and with increased interest from the Contract market. Growth has been across most markets, in particular Central Europe has grown satisfactory, while Scandinavian markets has been more challenging.

Overall cost base has increased during the year as anticipated and at the same time the company has managed to improve its operational profit and reducing its debt, securing a good foundation to build upon.

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.

Special risks

No special risks other than common risks within the company's industry has been identified.

Future expectations

The management expects a continuous positive development of the company with its attractive market position and thanks to a loyal and growing customer base with good growth possibilities. There is a significant unrealized market potential - both in terms of geography (new markets) and channels (e.g. contract market).

During 2020 the company plan to further increase investments in the development of the brand, among others in a new Brand Showroom in central Copenhagen, which will be open for public to experience the full collection of ferm LIVING and the ability to purchase.

The company expect to continue to grow both revenue and profit levels.



INCOME STATEMENT 1 JANUARY - 31 DECEMBER

	Note	2019 DKK	2018 DKK '000
GROSS PROFIT		47.967.299	41.093
Staff costs Depreciation, amortisation and impairment	1	-26.008.995 -211.084	-24.194 -836
OPERATING PROFIT		21.747.220	16.063
Other financial income Other financial expenses	2	33.996 -366.313	0 -1.230
PROFIT BEFORE TAX		21.414.903	14.833
Tax on profit/loss for the year	3	-5.029.162	-3.399
PROFIT FOR THE YEAR	4	16.385.741	11.434



BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2019 DKK	2018 DKK '000
Intangible fixed assets acquired	5	271.875 271.875	0 0
Other plant, machinery, tools and equipment		205.018	50
Leasehold improvements	6	0 205.018	1 51
Rent deposit and other receivables	7	1.325.077 1.325.077	397 397
FIXED ASSETS		1.801.970	448
Finished goods and goods for resale Prepayments		27.574.956 4.872.445 32.447.401	24.310 2.020 26.330
Trade receivables. Receivables from group enterprises. Deferred tax assets. Other receivables. Prepayments. Receivables.	8	11.566.063 1.892.411 5.338 818.591 1.567.693 15.850.096	14.412 0 90 1.291 1.273 17.066
Cash and cash equivalents		15.712.162	11.961
CURRENT ASSETS		64.009.659	55.357
ASSETS		65.811.629	55.805



BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2019 DKK	2018 DKK '000
Share capitalRetained earnings		125.000 39.386.230	125 23.000
EQUITY		39.511.230	23.125
Other liabilities	10	753.507 753.507	0 0
Bank debt. Trade payables Payables to group enterprises Payables to associated enterprises. Corporation tax. Other liabilities. Current liabilities. LIABILITIES. EQUITY AND LIABILITIES.		2.935.282 11.458.873 0 304.813 5.304.835 5.543.089 25.546.892 26.300.399 65.811.629	7.337 5.223 8.716 305 3.450 7.649 32.680 32.680
Contingencies etc.	11		
Charges and securities	12		
Related parties	13		
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EQUITY

	Share capital	Retained profit	Total
Equity at 1 January 2019 Proposed distribution of profit		23.000.489 16.385.741	23.125.489 16.385.741
Equity at 31 December 2019	125.000	39.386.230	39.511.230



NOTES

	2019 DKK	2018 DKK '000	Note
Staff costs Average number of employees 41 (2018: 38)			1
Wages and salaries Pensions Social security costs Other staff costs	23.329.824 1.252.161 446.306 980.704	21.880 1.054 342 918	
	26.008.995	24.194	
Remuneration of management and board of directors	2.620.555	2.560.952	
	2.620.555	2.560.952	
Other financial expenses			2
Group enterprises	84.061 282.252	394 836	_
	366.313	1.230	
Tax on profit/loss for the year	4 775 344	2.450	3
Calculated tax on taxable income of the year	4.775.341 170.073	3.450 0	
Adjustment of deferred tax	83.748	-51	
	5.029.162	3.399	
Proposed distribution of profit Retained earnings	16.385.741	11.434	4
	16.385.741	11.434	
Intangible fixed assets			5
intungible fixed assets		Intangible fixed assets acquired	J
Additions		271.875 271.875	
Carrying amount at 31 December 2019		271.875	



NOTES

			Note
Tangible fixed assets			6
•	Other plant,		
1	machinery, tools	Leasehold	
	and equipment	improvements	
Cost at 1 January 2019	186.423	31.533	
Additions.	250.388	0	
Cost at 31 December 2019	436.811	31.533	
Depreciation and impairment losses at 1 January 2019	136.779	30.219	
Depreciation for the year	95.014		
Depreciation and impairment losses at 31 December 2019	231.793		
Carrying amount at 31 December 2019	205.018	0	
Fixed asset investments			7
		Rent deposit and	-
		other receivables	
Cost at 1 January 2019		396.830	
Additions		928.247	
Cost at 31 December 2019		1.325.077	
Carrying amount at 31 December 2019		1.325.077	
Deferred tax assets Provision for deferred tax comprises deferred tax on intangible a	nd tangible fix	ed assets.	8
	2010	2040	
	2019 DKK	2018 DKK '000	
Deferred tax, beginning of year	89.086	39	
Deferred tax of the year, income statement	-83.748	51	
, ,			
Deferred tax assets 31 December 2019	5.338	90	
Deffered tax relates to the difference between accounting an plant, fixtures and equipment.	nd tax depreci	ation on other	
Prepayments			9
Costs	1.567.693	1.273	,
	1.567.693	1.273	
	1.307.073	1,2/3	
Prepayments consist prepaid costs, primarily insurances and mer next year.	mbership fees,	relating to the	

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NOTES

						Note
Long-term liabilities						10
20115 101111 11121111110	31/12 2019 total liabilities	Repayment next year	Debt outstanding after 5 years to	31/12 2018 otal liabilities		
Other liabilities	. 753.507	0	0	0	0	
	753.507	0	0	0	0	
Contingencies etc.						11

Contingent liabilities

The company has entered into lease contracts with an average annual lease payment of DKK ('000) 14,908. The lease contracts involves interminability in the first 6 years, and thereafter a residual term of 6 months.

The company has entered into an operating lease contract with an average annual lease payment of DKK ('000) 20. The lease contract has a residual term of 20 months and a total residual lease payment of DKK ('000) 230.

Joint liabilities

The company is jointly and severally liable together with the parent company and the other group companies in the joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.

Tax payable on the Group's joint taxable income is stated in the annual report of FLHC ApS, which serves as management company for the joint taxation.

Charges and securities

The company has issued a business charge of DKK ('000) 15,000 to Nykredit Bank A/S, providing security on the company's intangible and tangible fixed assets, inventory and debtors.

Related parties 13

The Company's related parties include:

Controlling interest

Vendis Capital II Comm., Park Hill D, Jan Emiel Mommaertslaan 22, 1831 Diegem, Belgium, is the principal shareholder.

Transactions with related parties

The company did not carry out any material transactions that were not concluded on market conditions. According to section 98c, subsection 7 of the Danish Financial Statements Act information is given only on transactions that were not performed on common market conditions.

Consolidated financial statements

The company is included in the consolidated financial statements of FLHC ApS, Laplandsgade 11, 2300 Copenhagen S, CVR no. 36930047.



The Annual Report of ferm LIVING ApS for 2019 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class C, medium enterprise.

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

INCOME STATEMENT

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.

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.

Other external expenses

Other external expenses include cost of sales, advertising, administration, buildings, bad debts, operating 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 income and expenses, realised and unrealised gains and losses from debt and transactions in foreign currencies 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

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 or the recoverable amount. Patents are amortised over the residual patent term and licences are amortised over the term of the agreement, however, no more than 8 years.

Development costs comprise costs, including wages and salaries, and amortisation, which directly or indirectly can be related to the company's development activities and which fulfil the criteria for recognition.

Tangible fixed assets

Other plant, fixtures and equipment are measured at cost less accumulated depreciation and impairment.

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 Residual value

Profit or loss on disposal of tangible fixed assets is stated at 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.

Fixed asset investments

Equity investments in associates are measured at cost. If the cost exceeds the net realisable value, this is written down to the lower value.

Impairment of fixed assets

The carrying amount of intangible and tangible fixed assets together with investments, 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, it is 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 at cost using the FIFO-principle. If the net realisable value is lower than cost, it is written down to the lower value.

The cost of merchandise as well as raw materials and consumables is calculated at acquisition price with addition of transportation and similar costs.

Receivables

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

Accruals, assets

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 at 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 tax-on-account 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 will 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

Other liabilities are measured at amortised cost equal to nominal value.

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.

If the foreign exchange position is considered to hedge future cash flows, the unrealised exchange adjustments are recognised directly in the equity.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

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



CASH FLOW STATEMENT

In accordance with section 86(4) of the Danish Financial Statements Act no cash flow statement has been prepared. The cash flow statement for Ferm Living ApS incorporated in the cash flow statement of the consolidated Financial Statements of FLHC ApS, Laplandsgade 11, 2300 København S.