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CVR no. 20 22 26 70

**STATE OF ART SCANDINAVIA A/S**  
**C/O BDO VEJLE, ROMS HULE 4, 1. SAL, 7100 VEJLE**  
**ANNUAL REPORT**  
**1 JANUARY - 31 DECEMBER 2017**

**The Annual Report has been presented and  
adopted at the Company's Annual General  
Meeting on 4 June 2018**

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**Albert Westerman**

*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.*

**CVR NO. 30 73 19 13**

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**COMPANY DETAILS**

<b>Company</b>	State Of Art Scandinavia A/S c/o BDO Vejle Roms Hule 4, 1. sal 7100 Vejle  CVR no.: 30 73 19 13 Established: 19 July 2007 Registered Office: Vejle Financial Year: 1 January - 31 December
<b>Board of Directors</b>	Albert Westerman, Chairman Johannes Kuijf Martijn Mateman
<b>Board of Executives</b>	Martijn Mateman
<b>Auditor</b>	BDO Statsautoriseret revisionsaktieselskab Roms Hule 4, 1. sal 7100 Vejle

**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 State Of Art Scandinavia A/S for the financial year 1 January - 31 December 2017.*

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

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

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

Vejle, 1 May 2018

Board of Executives

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Martijn Mateman

Board of Directors

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Albert Westerman  
Chairman

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Johannes Kuijf

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Martijn Mateman

## INDEPENDENT AUDITOR'S REPORT

*To the Shareholder of State Of Art Scandinavia A/S*

### **Opinion**

*We have audited the Financial Statements of State Of Art Scandinavia A/S for the financial year 1 January - 31 December 2017, which comprise income statement, balance sheet, 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 2017 and of the results of the Company operations for the financial year 1 January - 31 December 2017 in accordance with the Danish Financial Statements Act.*

### **Basis for Opinion**

*We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We 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 audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.*

### **Management's Responsibility 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 Responsibility for 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.*

## INDEPENDENT AUDITOR'S REPORT

- *Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.*
- *Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.*
- *Evaluate the overall presentation, structure and contents of the Financial Statements, including the 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.*

*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.*

Vejle, 1 May 2018

BDO Statsautoriseret revisionsaktieselskab  
CVR no. 20 22 26 70

Allan Lund  
State Authorised Public Accountant  
MNE no. mne10093

## MANAGEMENT'S REVIEW

### ***Principal activities***

*The company's activities is sale and distribution of fashion clothes in Scandinavia.*

### ***Significant events after the end of the financial year***

*After the financial year ended it's been decided to shut down the company within the next years.*

**INCOME STATEMENT 1 JANUARY - 31 DECEMBER**

	Note	2017 DKK	2016 DKK
<b>GROSS PROFIT</b> .....		<b>35.509</b>	<b>30.273</b>
Staff costs.....	1	-1.137.576	-1.257.939
Depreciation, amortisation and impairment.....		-94.194	-125.927
<b>OPERATING LOSS</b> .....		<b>-1.196.261</b>	<b>-1.353.593</b>
Result of equity investments in group and associates.....		-12.413	96.999
Other financial income.....	2	49	3.593
Other financial expenses.....	3	-21.946	-27.923
<b>PROFIT BEFORE TAX</b> .....		<b>-1.230.571</b>	<b>-1.280.924</b>
Tax on profit/loss for the year.....	4	-304.000	299.500
<b>PROFIT FOR THE YEAR</b> .....		<b>-1.534.571</b>	<b>-981.424</b>
<b>PROPOSED DISTRIBUTION OF PROFIT</b>			
Allocation to reserve for net revaluation according to equity valuation.....		-12.413	76.332
Accumulated profit.....		-1.522.158	-1.057.756
<b>TOTAL</b> .....		<b>-1.534.571</b>	<b>-981.424</b>



## BALANCE SHEET AT 31 DECEMBER

ASSETS	Note	2017 DKK	2016 DKK
Leasehold improvements.....		249.504	343.697
<b>Tangible fixed assets.....</b>	<b>5</b>	<b>249.504</b>	<b>343.697</b>
Equity investments in group enterprises.....		1.747.314	1.896.265
Rent deposit and other receivables.....		35.725	143.063
<b>Fixed asset investments.....</b>	<b>6</b>	<b>1.783.039</b>	<b>2.039.328</b>
<b>FIXED ASSETS.....</b>		<b>2.032.543</b>	<b>2.383.025</b>
Trade receivables.....		276.635	217.178
Receivables from group enterprises.....		259.402	236.416
Deferred tax assets.....		0	304.000
Other receivables.....		4.050	84.000
Corporation tax receivable.....		84.000	49.000
Prepayments and accrued income.....		37.773	173.793
<b>Receivables.....</b>		<b>661.860</b>	<b>1.064.387</b>
<b>Cash and cash equivalents.....</b>		<b>702.186</b>	<b>1.803.582</b>
<b>CURRENT ASSETS.....</b>		<b>1.364.046</b>	<b>2.867.969</b>
<b>ASSETS.....</b>		<b>3.396.589</b>	<b>5.250.994</b>

## BALANCE SHEET AT 31 DECEMBER

EQUITY AND LIABILITIES	Note	2017 DKK	2016 DKK
Share capital.....		500.000	500.000
Reserve for net revaluation according to equity valuation.....		1.624.584	1.773.535
Retained profit.....		939.856	2.462.014
<b>EQUITY.....</b>	<b>7</b>	<b>3.064.440</b>	<b>4.735.549</b>
Trade payables.....		110.693	208.544
Payables to group enterprises.....		0	84.000
Other liabilities.....		221.456	222.901
<b>Current liabilities.....</b>		<b>332.149</b>	<b>515.445</b>
<b>LIABILITIES.....</b>		<b>332.149</b>	<b>515.445</b>
<b>EQUITY AND LIABILITIES.....</b>		<b>3.396.589</b>	<b>5.250.994</b>
 Contingencies etc.	 8		

## NOTES

	2017 DKK	2016 DKK	Note
<b>Staff costs</b>			<b>1</b>
Average number of employees 1 (2016: 1)			
Wages and salaries.....	1.013.130	1.150.346	
Pensions.....	110.880	100.758	
Social security costs.....	9.571	6.835	
Other staff costs.....	3.995	0	
	<b>1.137.576</b>	<b>1.257.939</b>	
<b>Other financial income</b>			<b>2</b>
Other interest income.....	49	3.593	
	<b>49</b>	<b>3.593</b>	
<b>Other financial expenses</b>			<b>3</b>
Other interest expenses.....	21.946	27.923	
	<b>21.946</b>	<b>27.923</b>	
<b>Tax on profit/loss for the year</b>			<b>4</b>
Adjustment of deferred tax.....	304.000	-299.500	
	<b>304.000</b>	<b>-299.500</b>	
<b>Tangible fixed assets</b>			<b>5</b>
		Leasehold improvements	
Cost at 1 January 2017.....		845.864	
Disposals.....		-423.073	
<b>Cost at 31 December 2017.....</b>		<b>422.791</b>	
Depreciation and impairment losses at 1 January 2017.....		502.167	
Reversal of depreciation of assets disposed of.....		-397.729	
Depreciation for the year.....		68.849	
<b>Depreciation and impairment losses at 31 December 2017.....</b>		<b>173.287</b>	
<b>Carrying amount at 31 December 2017.....</b>		<b>249.504</b>	

NOTES

**Fixed asset investments** **Note**  
**6**

	Equity investments in group enterprises	Rent deposit and other receivables
Cost at 1 January 2017.....	122.731	143.063
Additions.....	0	1.041
Disposals.....	0	-108.379
<b>Cost at 31 December 2017.....</b>	<b>122.731</b>	<b>35.725</b>
Revaluation at 1 January 2017.....	1.773.534	
Exchange adjustment.....	-136.538	
Revaluation and impairment losses for the year.....	-12.413	
<b>Revaluation at 31 December 2017.....</b>	<b>1.624.583</b>	
<b>Carrying amount at 31 December 2017.....</b>	<b>1.747.314</b>	<b>35.725</b>

**Investments in subsidiaries (DKK)**

Name and registered office	Ownership
State of Art Norway AS, Oslo, Norway.....	100 %
State of Art Sweden AB, Stockholm, Sweden.....	100 %

**Equity** **7**

	Share capital	Reserve for net revaluation according to equity va	Retained profit	Total
Equity at 1 January 2017.....	500.000	1.773.535	2.462.014	4.735.549
Foreign exchange adjustments.....		-136.538		-136.538
Proposed distribution of profit.....		-12.413	-1.522.158	-1.534.571
<b>Equity at 31 December 2017.....</b>	<b>500.000</b>	<b>1.624.584</b>	<b>939.856</b>	<b>3.064.440</b>

**Contingencies etc.** **8**

Rent payments are DKK 100.565.

Payments under operating leases concerning cars are DKK 134.037.

## ACCOUNTING POLICIES

*The annual report of State Of Art Scandinavia A/S for 2017 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B with additional choice of rules relating to reporting class C.*

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

### **Consolidated financial statements**

*The group comply with the exemption clause of the § 110 for financial reporting for smaller groups in the Danish Financial Statements Act and therefore consolidated financial statements have not been prepared.*

## INCOME STATEMENT

### **Net revenue**

*The 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. Net revenues is recognised exclusive of VAT, duties and less discounts related to the sale.*

### **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 costs relating to distribution, 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 included in staff costs.*

### **Investments in subsidiaries**

*The proportional share of results of subsidiaries after full elimination of intercompany profits/losses and deduction of amortised goodwill is recognised in the company's income statement.*

### **Financial income and expenses in general**

*Financial income and expenses include interest income and expenses, realised and unrealised gains and losses arising 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 on profit for the year**

*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

### **Tangible fixed assets**

*Leasehold improvements and machinery, other plants, fixtures and equipment are measured at cost less accumulated depreciation and write-downs.*

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

**ACCOUNTING POLICIES**

*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>	<i>Residual value</i>
<i>Other plants, fixtures and equipment.....</i>	<i>2 - 5 years</i>	<i>0 %</i>
<i>Leasehold improvements.....</i>	<i>5 years</i>	<i>0 %</i>

*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.*

**Fixed asset investments**

*Investments in subsidiary enterprises are measured in the parent company balance sheet under the equity method.*

*Investments in subsidiary enterprises are measured in the balance sheet at the proportional share of the enterprises' carrying equity value, calculated in accordance with the parent company's accounting policies with deduction or addition of unrealised intercompany profits or losses and with addition or deduction of the residual value of positive or negative goodwill calculated in accordance with the acquisition method.*

*Net revaluation of investments in subsidiary enterprises is transferred under the equity to reserve for net revaluation under the equity value method to the extent that the carrying amount exceeds the acquisition value. The acquisition method is used on purchase of subsidiary enterprises, see description above under consolidated financial statements.*

*Subsidiary enterprises with a negative carrying equity value are measured to DKK 0 and any amounts due from these enterprises are written down by the parent company's share of the negative equity to the extent that it is deemed to be irrecoverable. If the carrying negative equity value exceeds accounts receivable, the residual amount is recognised under provision for liabilities to the extent that the parent company has a legal or actual liability to cover the subsidiary's deficit.*

*Deposits include rental deposits which are recognised and measured at amortised cost. Deposits are not depreciated.*

**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, write-down is provided 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 write-down to meet expected losses.*

## ACCOUNTING POLICIES

### **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 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 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. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the income statement over the term of loan.*

*Amortised cost of current liabilities usually corresponds 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.*

*Accounts receivable, payable 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 receivable or payable 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.*