

Synsam Nordic A/S

Hovedgaden 451 b, 2640 Hedehusene

Company reg. no. 31 05 84 81

Annual report

1 January - 31 December 2019

The annual report was submitted and approved by the general meeting on the 30 June 2020



Per Hedblom
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's report

The board of directors and the managing director have today presented the annual report of Synsam Nordic A/S for the financial year 1 January to 31 December 2019.

The annual report has been presented in accordance with the Danish Financial Statements Act.

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position at 31 December 2019 and of the company's results of its activities in the financial year 1 January to 31 December 2019.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

We recommend that the annual report be approved by the general meeting.

Hedehusene, 30 June 2020

Managing Director



Per Erik Hedblom

Board of directors



Björn Einar Håkan Lundstedt



Martin Jonas Daniels



Per Erik Hedblom

Independent auditor's report

To the shareholder of Synsam Nordic A/S

Opinion

We have audited the financial statements of Synsam Nordic A/S for the financial year 1 January – 31 December 2019, comprising accounting policies, income statement, balance sheet and notes. 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 Company's assets, liabilities and financial position 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 rules and 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 that 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.

Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 financial statement users made on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also

- identify and assess the risks of material misstatement of the company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- evaluate the overall presentation, structure and contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

Independent auditor's report

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 the Management's review

Management is responsible for the Management's review.

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

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

Copenhagen, 30 June 2020

KPMG

Statsautoriseret Revisionspartnerselskab
Company reg. no. 25 57 81 98



Henrik O. Larsen
State Authorised Public Accountant
mnc15839

Company information

The company	Synsam Nordic A/S Hovedgaden 451 b 2640 Hedehusene Company reg. no. 31 05 84 81 Financial year: 1 January - 31 December
Board of directors	Björn Einar Håkan Lundstedt Martin Jonas Daniels Per Erik Hedblom
Managing Director	Per Erik Hedblom
Auditors	KPMG Statsautoriseret Revisionspartnerselskab Dampfærgevej 28 2100 København Ø
Parent company	Synsam AB (publ)
Subsidiaries	Synsam Group Denmark A/S, Denmark Synsam Norge Holding AS, Norway Synsam Group Sweden AB, Sweden

Management commentary

The principal activities of the company

The Company's principal activity is to conduct business and development in the optics industry. In addition, the Company's activity also includes through subsidiaries to operate and finance indirectly through investments in other companies operating in the optical industry or in any ancillary activities thereafter the Board of Directors decision is related here to.

Development in activities and financial matters

The results from ordinary activities after tax are DKK 673 thousand against DKK 455 thousand last year.

Events subsequent to the financial year

The outbreak of COVID-19 occurred during 2020 and did not exist balance sheet date December 31, 2019. This event therefore does not affect the financial reporting for the fiscal year ending December 31, 2019.

Outlook

The consequences of the Covid-19 outbreak affect Synsam Nordic A/S and there is a significant risk that these can lead to a significant financial impact in 2020. The financial impact is related to the general situation and decisions by authorities that have led to, among other things, reduced operations, including that eye examinations has not been allowed. Given the uncertain situation, it is currently not possible to estimate the total impact for Synsam Nordic A/S. The relief we see in the restrictions from the middle of April 2020 can be cancelled and new restrictions executed..

Accounting policies

The annual report for Synsam Nordic A/S is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

No consolidated annual accounts have been prepared, cf. section 112(1) of the Danish Financial Statements Act. The annual accounts of Synsam Nordic A/S and its group enterprises are included in the consolidated annual accounts for Synsam AB (publ), Stockholm, reg. nr. 556964-3358.

Income statement

Other external costs

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, loss on debtors, and operational leasing costs.

Staff costs

Staff costs include salaries and wages including holiday allowances, pensions and other costs for social security etc. for staff members. Staff costs are less public reimbursements.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Dividend from equity investments in group enterprises is recognised in the financial year where the dividend is declared.

Interest and other costs concerning loans for financing the production of intangible and tangible fixed assets and concerning the production period are not recognised in the cost of the fixed asset.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises. The company acts as an administration company in relation to the joint taxation. This means that the total Danish tax payable of the income of the Danish consolidated companies is paid to the tax authorities by the company.

Accounting policies

The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

The balance sheet

Financial fixed assets

Equity investments in group enterprises

Equity investments in group enterprises are measured at cost. If the recoverable amount is lower than the cost, writedown for impairment is done to match this lower value.

Receivables

Receivables are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, they are written down for impairment to the net realisable value.

Cash funds

Cash funds comprise cash at bank and in hand.

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Synsam Nordic A/S is jointly taxed with the Danish group companies and acts in this respect as the administration company. According to the rules of joint taxation, Synsam Nordic A/S is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

Liabilities are measured at amortised cost which usually corresponds to the nominal value.

Income statement 1 January - 31 December

DKK in thousands.

<u>Note</u>	<u>2019</u>	<u>2018</u>
Other external costs	-324	-312
2 Staff costs	0	0
3 Other financial income	9.224	9.370
4 Other financial costs	-8.037	-8.475
Pre-tax net profit or loss	863	583
5 Tax on ordinary results	-190	-128
Net profit or loss for the year	673	455
Proposed appropriation of net profit:		
Transferred to retained earnings	673	455
Total allocations and transfers	673	455

Statement of financial position 31 December

DKK in thousands.

Assets			
<u>Note</u>		<u>2019</u>	<u>2018</u>
Non-current assets			
6	Equity investments in group enterprises	1.265.563	1.265.563
	Amounts owed by group enterprises	169.343	165.204
	Total investments	<u>1.434.906</u>	<u>1.430.767</u>
	Total non-current assets	<u>1.434.906</u>	<u>1.430.767</u>
Current assets			
	Amounts owed by group enterprises	35.187	96.332
	Deferred tax assets	0	92
	Receivable corporate tax	139	0
	Total receivables	<u>35.326</u>	<u>96.424</u>
	Cash funds	<u>6.334</u>	<u>4.958</u>
	Total current assets	<u>41.660</u>	<u>101.382</u>
	Total assets	<u>1.476.566</u>	<u>1.532.149</u>

Statement of financial position 31 December

DKK in thousands.

Equity and liabilities			
<u>Note</u>		<u>2019</u>	<u>2018</u>
Equity			
7	Share capital	28.582	28.582
	Retained earnings	1.106.524	1.105.851
	Total equity	1.135.106	1.134.433
Liabilities other than provisions			
8	Debt to group enterprises	158.603	154.573
	Total long term liabilities other than provisions	158.603	154.573
	Debt to group enterprises	182.834	243.099
	Other debts	23	44
	Total short term liabilities other than provisions	182.857	243.143
	Total liabilities other than provisions	341.460	397.716
	Total equity and liabilities	1.476.566	1.532.149
1	Subsequent events		
9	Charges and security		
10	Contingencies		
11	Related parties		

Statement of changes in equity

DKK thousand.

	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity 1 January 2019	28.582	1.105.851	1.134.433
Results for the year brought forward	<u>0</u>	<u>673</u>	<u>673</u>
	<u>28.582</u>	<u>1.106.524</u>	<u>1.135.106</u>

Notes

DKK in thousands.

1. Subsequent events

The outbreak of COVID-19 occurred during 2020 and did not exist balance sheet date December 31, 2019. This event therefore does not affect the financial reporting for the fiscal year ending December 31, 2019.

The consequences of the Covid-19 outbreak affect Synsam Nordic A/S and there is a significant risk that these can lead to a significant financial impact in 2020. The financial impact is related to the general situation and decisions by authorities that have led to, among other things, reduced operations, including that eye examinations has not been allowed. Given the uncertain situation, it is currently not possible to estimate the total impact for Synsam Nordic A/S. The relief we see in the restrictions from the middle of April 2020 can be cancelled and new restrictions executed.

	<u>2019</u>	<u>2018</u>
2. Staff costs		
Average number of employees	<u>0</u>	<u>0</u>
3. Other financial income		
Financial income, group enterprises	8.899	8.524
Other financial income	<u>325</u>	<u>846</u>
	<u>9.224</u>	<u>9.370</u>
4. Other financial costs		
Financial costs, group enterprises	6.314	6.520
Other financial costs	<u>1.723</u>	<u>1.955</u>
	<u>8.037</u>	<u>8.475</u>
5. Tax on ordinary results		
Tax of the results for the year, joint taxation	98	0
Adjustment for the year of deferred tax	<u>92</u>	<u>128</u>
	<u>190</u>	<u>128</u>

Notes

DKK in thousands.

	<u>31/12 2019</u>	<u>31/12 2018</u>
6. Equity investments in group enterprises		
Cost, opening balance 1 January 2019	<u>1.265.563</u>	<u>1.265.563</u>
Book value 31 December 2019	<u>1.265.563</u>	<u>1.265.563</u>

The financial highlights for the enterprises according to the latest approved annual reports

	Share of ownership	Equity	Results for the year	Book value at Synsam Nordic A/S
Synsam Group Denmark A/S, Denmark	100 %	61.124	658	565.610
Synsam Norge Holding AS, Norway	100 %	157.108	-2.362	200.826
Synsam Group Sweden AB, Sweden	100 %	<u>242.756</u>	<u>24.231</u>	<u>499.127</u>
		<u>460.988</u>	<u>22.527</u>	<u>1.265.563</u>

7. Share capital

The share capital consists of 285.822 shares, each with a nominal value of DKK 100. No shares hold particular rights.

There have been no changes in the share capital during the last 5 years.

8. Debt to group enterprises

Debt to group enterprises in total	158.603	154.573
Share of amount due within 1 year	<u>0</u>	<u>0</u>
Debt to group enterprises in total	<u>158.603</u>	<u>154.573</u>
Share of liabilities due after 5 years	<u>158.603</u>	<u>154.573</u>

9. Charges and security

The Company has provided its shares in subsidiaries as collateral as security for Synsam AB (publ)'s loan in Nordea. The Company is jointly and severally liable for the loan for an amount equal to the equity of the Company.

Notes

DKK in thousands.

10. Contingencies

Contingent liabilities

The Company is jointly registered with the group entities Synsam Group Denmark A/S, Profil Optik A/S and Optical Fashion Group A/S for VAT and payroll tax and is jointly severally liable in this respect.

Joint taxation

The company acts as administration company for the group of companies subject to the Danish scheme of joint taxation and is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, to pay the total corporation tax.

The company is unlimitedly, jointly, and severally liable, along with the other jointly taxed companies, for any obligations to withhold tax on interest, royalties, and dividends.

The total tax payable under the joint taxation scheme totals tDKK 2.833

The liability relating to obligations in connection with withholding tax on dividends, interest, and royalties represents an estimated maximum of DKK 0.

Any subsequent adjustments of corporate taxes or withholding taxes, etc., may result in changes in the company's liabilities.

11. Related parties

Synsam Nordic A/S' related parties comprise the following:

Synsam AB (publ), reg. no 556964-3358, Box 30153, 104 25 Stockholm, Sweden

Synsam AB (publ) holds the majority of the share capital in the Company

Synsam Nordic A/S is part of the consolidated financial statements of Synsam AB (publ), which is the smallest and largest group in which the Company is included as a subsidiary.

The consolidated financial statements of Synsam AB (publ) can be obtained by contacting the company.