

Miinto ApS

Prags Boulevard 49, st. 9., 2300 Copenhagen S

CVR no. 32 09 10 59

Annual report 2018/19

Approved at the Company's annual general meeting on 29 November 2019

Chairman:

DocuSigned by:

Regina M Andersen

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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Miinto ApS for the financial year 1 August 2018 - 31 July 2019.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 July 2019 and of the results of the Company's operations for the financial year 1 August 2018 - 31 July 2019.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

Copenhagen, 29 November 2019

Executive Board: 11/29/2019

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.....C2746292874B443.....
Konrad Artur Kierklo
CEO

Board of Directors: 11/29/2019

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Regina Møller Andersen
Chairman 11/29/2019

11/29/2019

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Konrad Artur Kierklo

11/29/2019

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Carsten Stokholm
Mikkelsen

DocuSigned by:

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John Maik Christopher
Greger



Independent auditor's report

To the shareholders of Miinto ApS

Opinion

We have audited the financial statements of Miinto ApS for the financial year 1 August 2018 - 31 July 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including 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 financial position of the Company at 31 July 2019 and of the results of the Company's operations for the financial year 1 August 2018 - 31 July 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 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 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 the 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 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.



Independent auditor's report

- ▶ 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 note 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 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.

Aarhus, 29 November 2019

ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Morten Friis
State Authorised Public Accountant
mne32732 11/29/2019

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Jonas Busk
State Authorised Public Accountant
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Jonas Busk
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Management's review

Company details

Name	Miinto ApS
Address, Postal code, City	Prags Boulevard 49, st. 9., 2300 Copenhagen S
CVR no.	32 09 10 59
Established	2 April 2009
Registered office	Copenhagen
Financial year	1 August 2018 - 31 July 2019
Board of Directors	Regina Møller Andersen, Chairman Konrad Artur Kierklo Carsten Stokholm Mikkelsen John Maik Christopher Greger
Executive Board	Konrad Artur Kierklo, CEO
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Værkmestergade 25, P.O. Box 330, 8100 Aarhus C, Denmark



Management's review

Business review

The Company's main activity is to operate an internet portal and engage in related business.

Financial review

The income statement for 2018/19 shows a profit of DKK 450 thousand against a profit of DKK 1,383 thousand last year, and the balance sheet at 31 July 2019 shows equity of DKK 2,355 thousand. Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

The Company's results of operation for 2019/20 are expected to be at the same level as in 2018/19.



Financial statements 1 August 2018 - 31 July 2019

Income statement

Note	DKK'000	2018/19	2017/18
	Gross profit	4,174	3,994
2	Staff costs	-3,519	-3,595
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-42	-54
	Profit before net financials	613	345
3	Financial income	43	16
4	Financial expenses	-49	-26
	Profit before tax	607	335
5	Tax for the year	-157	1,048
	Profit for the year	450	1,383
	Recommended appropriation of profit		
	Retained earnings	450	1,383
		450	1,383



Financial statements 1 August 2018 - 31 July 2019

Balance sheet

Note	DKK'000	<u>2018/19</u>	<u>2017/18</u>
	ASSETS		
	Non-current assets		
6	Property, plant and equipment		
	Fixtures and fittings, other plant and equipment	19	61
		<u>19</u>	<u>61</u>
	Financial assets		
	Other receivables	0	257
	Deferred tax assets	1,128	1,128
		<u>1,128</u>	<u>1,385</u>
	Total non-current assets	<u>1,147</u>	<u>1,446</u>
	Current assets		
	Receivables		
	Trade receivables	3,816	3,437
	Receivables from group enterprises	4,952	4,113
	Other receivables	131	0
	Prepayments	193	27
		<u>9,092</u>	<u>7,577</u>
	Cash	<u>2,907</u>	<u>1,441</u>
	Total current assets	<u>11,999</u>	<u>9,018</u>
	TOTAL ASSETS	<u>13,146</u>	<u>10,464</u>



Financial statements 1 August 2018 - 31 July 2019

Balance sheet

Note	DKK'000	<u>2018/19</u>	<u>2017/18</u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	125	125
	Retained earnings	<u>2,230</u>	<u>1,780</u>
	Total equity	<u>2,355</u>	<u>1,905</u>
	Current liabilities		
	Trade payables	10,236	7,730
	Corporation tax payable	134	28
	Payables to shareholders and management	15	15
	Other payables	<u>406</u>	<u>786</u>
	Total current liabilities	<u>10,791</u>	<u>8,559</u>
	Total liabilities	<u>10,791</u>	<u>8,559</u>
	TOTAL EQUITY AND LIABILITIES	<u>13,146</u>	<u>10,464</u>

1 Accounting policies

8 Contractual obligations and contingencies, etc.

9 Collateral

10 Related parties



Financial statements 1 August 2018 - 31 July 2019

Statement of changes in equity

DKK'000	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 August 2017	125	397	522
Transfer through appropriation of profit	0	1,383	1,383
Equity at 1 August 2018	125	1,780	1,905
Transfer through appropriation of profit	0	450	450
Equity at 31 July 2019	125	2,230	2,355



Financial statements 1 August 2018 - 31 July 2019

Notes to the financial statements

1 Accounting policies

The annual report of Miinto ApS for 2018/19 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Omission of a cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act, no cash flow statement is prepared for the parent company, as its cash flows are reflected in the consolidated cash flow statement.

Reporting currency

The financial statements are presented in Danish kroner (DKK'000).

Income statement

Revenue

Income from the sale of goods for resale and finished goods, is recognised in revenue when the most significant rewards and risks have been transferred to the buyer and provided the income can be measured reliably and payment is expected to be received. The date of the transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

Gross profit

The items revenue, cost of sales and external expenses have been aggregated into one item in the income statement called gross profit in accordance with section 32 of the Danish Financial Statements Act.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.



Financial statements 1 August 2018 - 31 July 2019

Notes to the financial statements

1 Accounting policies (continued)

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Fixtures and fittings, other plant and equipment	2-5 years
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The residual value is determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised. In case of changes in the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts that relate to the financial reporting period. The items comprise interest income and expenses, e.g. from group entities and associates, declared dividends from other securities and investments, financial expenses relating to finance leases, realised and unrealised capital gains and losses relating to other securities and investments, exchange gains and losses and amortisation of financial assets and liabilities.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Financial assets

Financial fixed assets include deposits and are measured at cost.



Financial statements 1 August 2018 - 31 July 2019

Notes to the financial statements

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Deferred tax assets are recognised at the expected value of their utilisation; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.



Financial statements 1 August 2018 - 31 July 2019

Notes to the financial statements

1 Accounting policies (continued)

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

DKK'000	<u>2018/19</u>	<u>2017/18</u>
2 Staff costs		
Wages/salaries	3,402	3,316
Pensions	62	0
Other social security costs	30	66
Other staff costs	25	213
	<u>3,519</u>	<u>3,595</u>
Average number of full-time employees	<u>9</u>	<u>9</u>
3 Financial income		
Interest receivable, group entities	43	13
Other financial income	0	3
	<u>43</u>	<u>16</u>
4 Financial expenses		
Other financial expenses	49	26
	<u>49</u>	<u>26</u>
5 Tax for the year		
Estimated tax charge for the year	134	28
Deferred tax adjustments in the year	0	-1,128
Tax adjustments, prior years	23	52
	<u>157</u>	<u>-1,048</u>



Financial statements 1 August 2018 - 31 July 2019

Notes to the financial statements

6 Property, plant and equipment

DKK'000	Fixtures and fittings, other plant and equipment
Cost at 1 August 2018	654
Disposals	-28
Cost at 31 July 2019	626
Impairment losses and depreciation at 1 August 2018	593
Depreciation	42
Depreciation and impairment of disposals	-28
Impairment losses and depreciation at 31 July 2019	607
Carrying amount at 31 July 2019	19
Depreciated over	2-5 years

7 Share capital

Each A share carries five voting rights and each B share carries one voting right.

8 Contractual obligations and contingencies, etc.

Contingent liabilities

The Company is jointly taxed with the other companies in the Group and is jointly and severally liable for taxes relating to the joint taxation. The total amount is shown in the annual report of HEARTLAND A/S, which is the management company in the joint taxation.

Other financial obligations

Other rent and lease liabilities:

DKK'000	2018/19	2017/18
Rent and lease liabilities	0	440

9 Collateral

As a guarantee of payment to the suppliers, Miinto ApS has deposited DKK 1,000 thousand on a special account. This account is presented in the financial statements as cash and cash equivalents.



Financial statements 1 August 2018 - 31 July 2019

Notes to the financial statements

10 Related parties

Miinto ApS' related parties comprise the following:

Parties exercising control

<u>Related party</u>	<u>Domicile</u>	<u>Basis for control</u>
Miinto Holding ApS	Copenhagen	Owens Miinto ApS 100%
BESTSELLER United A/S	Brande	Owens Miinto Holding ApS 60.3%
HEARTLAND A/S	Aarhus	Owens BESTSELLER United A/S 100%
Anpartsselskabet af 1.1.2017	Aarhus	Owens HEARTLAND A/S 50%
Anders Holch Povlsen	Aarhus	Owens HEARTLAND A/S 50%
Anders Holch Povlsen	Aarhus	Owens Aktieselskabet af 1.1.2017 100%

Related party transactions

Miinto ApS was engaged in the below related party transactions:

<u>DKK'000</u>	<u>2018/19</u>
Financial income	43
Management fee	3,248
Revenue from group entities	483