Pandora Jewelry Central Western Europe A/S

Havneholmen 17-19, DK-1561 Copenhagen V

CVR no. 32 65 44 87

Annual report 2018

9th financial year

Approved at the general meeting of the shareholders on $\frac{31}{5} - \frac{2019}{5}$

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Management's Statement

The Executive Board and Board of Directors have today considered and approved the Annual Report of PANDORA Jewelry Central Western Europe A/S for the financial year 1 January 2018 - 31 December 2018.

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 December 2018 and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2018.

Further, in our opinion, the Management's review gives a fair review of the development in the Company's operations and financial matters and the results of the Company's operations and its financial position.

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

Copenhagen, 3 2019

Executive board

—Docusigned by: Lavid allen

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anders Boyer

Anders boyer-swgaard

Chairman

Lavid allen

David Libya Alich

DocuSigned by:

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Independent auditors' report

To the shareholder of PANDORA Jewelry Central Western Europe A/S

Opinion

We have audited the financial statements of PANDORA Jewelry Central Western Europe A/S for the financial year 1 January – 31 December 2018, 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 December 2018 and of the results of the Company's operations for the financial year 1 January – 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 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 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 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

Independent auditor's report

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 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 Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 31 May 2019

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR-no. 30 70 02 28

Henrik Kronborg Iversen

State Authorised

Public Accountant

mne24687

Kristian Bjerge

State Authorised Public Accountant

mne40740

Management review

Company details

Name PANDORA Jewelry Central Western Europe A/S

Adress, postal code, city Havneholmen 17-19, DK-1561 Copenhagen V

Website www.pandora.net

CVR no. 32 65 44 87

Financial year 1 January - 31 December

Registrered office Copenhagen municipality, Denmark

Parent company PANDORA A/S

Interest: 100%

CVR no.: 28 50 51 16

Board of Directors Anders Boyer-Søgaard (Chairman)

David Lloyd Allen

Peter Ring

Executive Board David Lloyd Allen

Auditors Ernst & Young Godkendt Revisionspartnerselskab

Osvald Helmuths Vej 4, P.O. Box 250,

DK-2000 Frederiksberg CVR no.: 30 70 02 28

Management review – continued

Financial highlights

	2018	2017	2016	2015	2014
Key figures (DKK '000)					
Revenue	1,937,016	2,504,358	1,883,160	1,310,708	873,080
Gross profit	529,254	832,800	498,311	127,859	48,362
Operating profit (EBIT)	463,194	767,225	430,568	-103,377	-135,276
Net financials	219,071	133,599	686	-5,601	-3,702
Net income for the year	478,072	833,418	336,358	-82,870	-135,282
Equity	124,296	336,224	402,806	66,448	149,317
Total assets	502,519	2,012,123	861,301	1,238,046	834,960
Investment in property, plant and equipment	0	0	0	0	0
Number of employees	0	0	0	0	0
Ratios					
Gross margin	27.3%	33.3%	26.5%	9.8%	5.5%
EBIT-margin	23.9%	30.6%	22.9%	-7.9%	-15.5%
Return on assets	92.2%	38.1%	50.0%	-8.3%	-16.2%
Solvency ratio	24.7%	16.7%	46.8%	5.4%	17.9%

The financial ratios have been calculated as follows:

Gross margin	=	Gross profit x 100 Revenue
EBIT margin	=	EBIT x 100 Revenue
Return on assets	=	EBIT x 100 Total assets
Solvency ratio	=	Equity x 100 Total assets

Management review - continued

Management review

Business review

Pandora Jewelry Central Western Europe A/S distributes Pandora jewelries to its subsidiaries. The subsidiaries sell the jewelries in various western European markets.

Development in the year

In 2018, the Company's revenue was DKK 1,937 million (2017: DKK 2,504 million) and the gross profit was DKK 529 million (DKK 833 million). Furthermore the income statement of the Company for 2018 shows a net profit of DKK 478 million (2017: DKK 833 million).

Income tax expense was negatively impacted by a DKK 106 million reversal of the deferred tax asset related to the transfer of assets from Kasi Group that the Supreme Court of Denmark on 4 October 2018 has ruled as tax exempt.

The development revenue and net profit in the Company was not in line with expectations set in 2017. The development is not satisfactory and can be explained by lower activity in the subsidiaries.

Outlook

Revenue and net profit is expected to decrease slightly in 2019 compared to 2018 as a result of expected lower activity in subsidiaries.

Statement of Corporate Social Responsibility

The Company has no formal policies related to Corporate Social Responsibility, as the parent company has prepared a corporate social responsibility statement for the group. The statement is available at the following link:

https://pandoragroup.com/-/media/Files/Corpo-

<u>rate/PDF/CSR/Sustainability_Report_2018.ashx?la=en&hash=62A34BED3319DB1C5127D22EF1</u> 019D0EBEE87034

Statement on gender composition

The Company is subject to Pandora A/S's annual discussions on diversity in the Pandora Group management levels and the determination of specific targets.

Management review - continued

Board of Directors:

The Company's Board of Directors consist of three men elected by the general meeting. The Board of Directors do not comply with the rules for gender diversity. The Company's long-term goal for gender diversity in the Board of Directors is that one member of the Board should be a woman before 2022.

In 2018, an internal rotation in the Board of Directors was made. Due to the internal rotation in the organization of the parent company, PANDORA A/S, the current composition of the Board of Directors does not fulfill the target for gender diversity of one woman before 2022. The Company still intends to reach the target within the stipulated timeframe.

Other management

The company has no employees. Based on that the Company has no policies for gender diversity for other management.

Accounting policies

The Annual Report of Pandora Jewelry Central Western Europe A/S for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to large enterprises of reporting class C.

According to section 112 (1) of Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Pandora Jewelry Central Western Europe A/S and its subsidiaries are included in the consolidated financial statements of Pandora A/S.

According to section 96 (3) of the Danish Financial Statements Act the Company has not disclosed information about audit fees. Audit fees in Pandora Jewelry Central Western Europe A/S and its subsidiaries are included in the consolidated financial statements of Pandora A/S.

According to section 86 (4) of the Danish Financial Statements Act no cash flow statement have been prepared. The cashflow statement for Pandora Jewelry Central Western Europe A/S and its subsidiaries are included in the consolidated financial statements of Pandora A/S.

The accounting policies applied remain unchanged from last year.

Recognition and measurement

Assets are recognised in the balance sheet when it probable that future economic benefits will flow to the Company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Company when it is probable that future economic benefits will flow from the Company and the value of the liability can be measured reliably.

On initial recognition assets and liabilities are measured at cost. Measurement of assets and liabilities after initial recognition is effected as described below for each item.

In recognition and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the annual report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement when earned. Furthermore, costs incurred to archive earnings for the year are recognised in the income statement including depreciation, amortization, impairment losses and provisions as well as reversal of entries as a result of changed accounting estimates, which were formerly recognised in the income statement.

Accounting policies – continued

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denomited in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.

Cost of sales

Cost of sales comprise the goods consumed to achieve revenue for the year.

Other external expenses

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

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation and impairment of intangible assets.

Income from investments in subsidiaries

Income from investments in subsidiaries includes dividends received from subsidiaries provided it does not exceed the accumulated earnings of the subsidiary during the period of ownership.

Accounting policies - continued

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax for the year, is recognised in the income statement by the portion attributable to the profit/loss for the year and recognised directly on equity by the portion attributable to entries directly on equity.

Current tax are computed on the basis of the pretax profit/loss for the year adjusted for non-taxable income expenditure. Taxed paid on account are offset against taxed payable at year end.

The Company is jointly taxed with the parent company and its Danish subsidiaries. Danish corporation taxes on are fully allocated among the jointly taxed companies on the basis of the companies' taxable income (full allocation with reimbursement of tax losses)

Balance sheet

Intangible assets

Intangible assets consist distributions rights. Intangible assets are measured at cost less accumulated amortization. Intangible assets are amortised on a straight-line basis over its useful life, which is assessed at 5 years.

Investments

Investments in subsidiaries are measured at cost. Where the cost exceeds the net realizable value a write-down is made to such lower value.

Impairment of assets

The carrying amount of intangible assets and investments in subsidiaries is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flow from the disposal of the asset or the group of assets after the end of the useful life.

Accounting policies - continued

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value. An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired, in which case the carrying amount is reduced to the net realisable value.

Equity – dividend

Dividend distribution proposed by Management for the year is disclosed as a separate equity item.

Provisions

Provisions are recognised when the company has a legal or constructive obligation as a result of a past event at the balance sheet date and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. Provisions comprise primary return provisions related to subsidiaries.

Corporation tax and deferred tax

The current tax payable and receivable is recognized in the balance sheet as tax calculated on this year's taxable income, adjusted for prior years' taxable income and prepaid taxes.

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax loss carry-forwards, are measured at the value at which the asset is expected to be realised, either by elimination in 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 will be effective under the legislation at the balance sheet date when the deferred tax is expected to be applied as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement

Other payables

Other payables are measured at net realisation value.

Income statement 1 January – 31 December

Notes	2018	2017
	DKK '000	DKK '000
	4.007.047	0.504.050
1		2,504,358
_	-1,407,762	-1,671,558
	529,254	832,800
	-872	-387
2	-65,188	-65,188
	463,194	767,225
	218,335	130,423
3	2,943	8,340
4	-2,207	-5,164
	682,265	900,824
5	-204,193	-67,406
_	478,072	833,418
	2 2 3 4	1 1,937,016 -1,407,762 529,254 -872 2 -65,188 463,194 218,335 3 2,943 4 -2,207 682,265 5 -204,193

Balance sheet at 31 December

Assets

	Notes	2018	2017
		DKK '000	DKK '000
Distributions rights	6	65,986	131,174
Intangible assets		65,986	131,174
Investments in subsidiaries	7	1,559	1,559
Investments		1,559	1,559
Total non-current assets		67,545	132,733
Receivables from subsidiaries		370,683	1,755,822
Deferred tax assets		0	45,046
Other receivables		64,291	78,522
Current assets		434,974	1,879,390
Total current assets		434,974	1,879,390
Total assets		502,519	2,012,123

Balance sheet at 31 December

Equity and liabilities

	Notes	2018	2017
		DKK '000	DKK '000
Share capital		1,000	1,000
Retained earnings		23,296	35,224
Dividend proposed		100,000	300,000
Total equity		124,296	336,224
Deferred tax liabilities		11,393	0
Total non-current liabilities		11,393	0
Other provisions	8	14,200	0
Loans and borrowings	-	160	164
Trade payables		53	152
Payables to parent company		204,394	1,519,856
Income tax payable		147,949	155,651
Other payables		74	76
Total current liabilities		366,830	1,675,899
Total liabilities		378,223	1,675,899
Total equity and liabilities		502,519	2,012.123
Collaterals	9		
Contingent liabilities and other financial obligat	ions 10		
Related parties	11		
Subsequent events	12		

Statement of changes in equity

	<u>Notes</u>	Share <u>capital</u> DKK '000	Retained earnings DKK '000	Proposed Dividend DKK '000	Total DKK '0000
Equity at 1 January 2018		1,000	35,224	300,000	336,224
Dividend paid		0	0	-300,000	-300,000
Appropriation of profit	13	0	378,072	100,000	478,072
Extraordinary dividend paid		0	-390,000	0	-390,000
Equity at 31 December 2018		1,000	23,296	100,000	124,296

The share capital consists of 1,000,000 shares of a nominal value of DKK 1. The share capital has remained unchanged since the foundation of the Company.

Notes

1 Revenue

The Company's only business activity is sale of jewelries to one geographical segment, the western European market.

	2018 DKK '000	2017 DKK '000
2 Amortisation of intangible assets Distributions rights	65,188 65,188	65,188 65,188
3 Financial income Exchange rate adjustments Interest income from group entities Other financial income	1,628 1,310 <u>5</u> 2,943	0 8,329 <u>11</u> 8,340
4 Financial expenses Exchange rate adjustments Interest expenses to group entities Other financial expenses	0 1,978 <u>229</u> 2,207	1,189 3,939 36 5,164
5 Tax on profit/loss for the year Current income tax charge for the year Deferred tax change for the year Changes regarding prior years	119,576 56,439 <u>28,178</u> 204,193	155,652 -88,246 0 67,406

Income tax expense was negatively impacted by a DKK 106 million reversal of the deferred tax asset related to the transfer of assets from Kasi Group that the Supreme Court of Denmark on 4 October 2018 has ruled as tax exempt.

6 Intangible assets	Distribution rights
	DKK '000
Cost at 1 January 2018	<u>829,136</u>
Cost at 31 December 2018	<u>829,136</u>
Amortisation at 1 January 2018	697,962
Amortisation for the year	65,188
Amortisation at 31 December 2018	<u>763,150</u>
Carrying amount at 31 December 2018	<u>65,986</u>
7 Investments in subsidiaries	
	DKK '000
Cost at 1 January 2018	1,559
Cost at 31 December 2018	1,559
Accumulated net revaluation at 1 January 2018	0
Accumulated net revaluation at 31 December 2018	0
Carrying amount at 31 December 2018	1,559

According to the latest annual report net result for the year and equity are as follows:

Subsidiaries	Domicile	Interest	Currency	Equity	Net result
Pandora Jewelry GmbH	Germany	100%	EUR	16,421,054	4,844,710
Pandora Italia SRL	Italy	100%	EUR	11,085,099	10,993,099
Pandora Jewelry B.V.	The Neth- erlands	100%	EUR	640,438	279,960
Pandora Schweiz AG	Switzer-	100%	CHF		
	land			2,134,982	470,077
Pandora Österreich GmbH	Austria	100%	EUR	1,959,951	534,232

The annual reports of the subsidiaries regarding 2018 are not yet released. Instead the net result and equity from the approved annual reports of 2017 are disclosed. The annual reports of Pandora Jewelry B.V. regarding 2016 and 2017 are not approved hence the annual report from 2015 is used.

	<u>2018</u>	<u>2017</u>
	DKK '000	DKK '000
8 Other provisions		
Other provisions at 1 January 2018	0	0
Additions in the year	14,200	0
Other provisions at 31 December 2018	14,200	0
Other provisions are recognised in the balance sheet:		
Current liabilities	14,200	0
Other provisions at 31 December 2018	14,200	0

9 Collaterals

The Company has not provided any security or other collateral in assets at 31 December 2018.

10 Contingent liabilities and other financial obligations

The Company is jointly taxed with Pandora A/S and other Danish group entities. The Company is jointly and severally with other liable with other jointly taxed group entities for payment of income taxes as well as withholding taxes on interest, royalties and dividends in the group of jointly taxed entities. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

A rental guarantee of EUR 50,000 has been made in respect of a smaller office lease.

11 Related parties

Shareholders

Pandora A/S, Havneholmen 17-19, Copenhagen V, owns 100% of the shares in Pandora Jewelry Central Western Europe A/S and holds the majority of the share capital in the Company.

Pandora Jewelry Central Western Europe A/S is included in the Group Annual Report of Pandora A/S. The Group Annual Report of Pandora A/S can be obtained in the following link: https://investor.pandoragroup.com/static-files/806f8a35-915f-4452-a147-94be22ddd4a8

Other related parties

Other related parties with significant influence on Pandora include the Board of directors and Executive Board and their close family members.

Transactions with related parties

	2018	2017
	DKK '000	DKK '000
Dovonus	1 027 014	2 504 250
Revenue	1,937,016	2,504,358
Cost of sales	-1,407,762	-1,671,558
Other external expenses	-685	-456
Dividend received	218,335	130,423
Interest income from group entities	1,310	8,329
Interest expenses to group entities	-1,978	-3,939
		500.000
Extraordinary dividend paid	390,000	500,000
Paid dividend (ordinary in respect of the prior year)	300,000	400,000
	070 (00	4 755 000
Receivables from subsidiaries	370,683	1,755,822
Received payment from group companies (including dividend received)	3.540.490	1.470.973
Payables to parent company	-204,394	-1,519,856
Repayment of debt to parent company (including dividend payment)	3.413.224	1.357.463
Income tax payable	-147,949	-155,651

12 Subsequent events

After the balance sheet date, a renewed loan portfolio has been received from the parent company Pandora A/S, which ensures the required liquidity as a minimum until 31 December 2019.

	2018	2017
	DKK '000	DKK '000
13 Appropriation of profit		
Proposed dividend	100,000	300,000
Retained earnings	378,072	533,418
	478,072	833,418