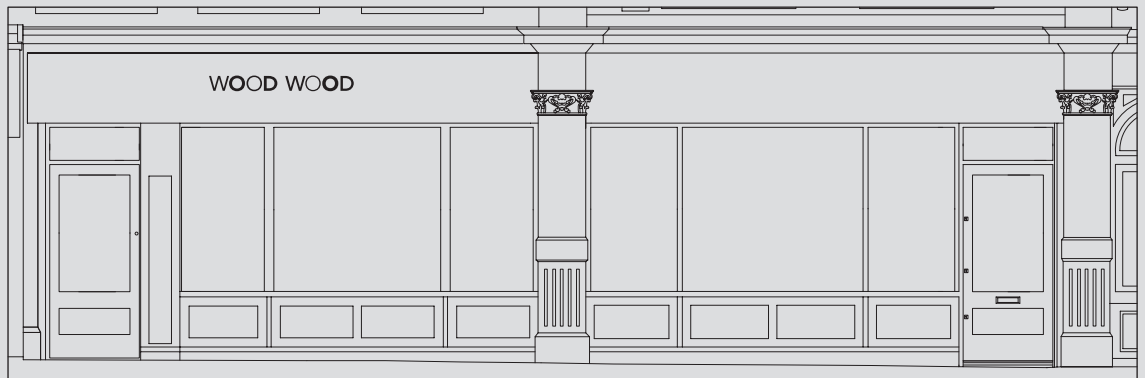


Carrington Retail ApS

Annual Report
01 Jan – 31 Dec 2018
Wood Wood



CVR NO 33 49 93 53

The Annual Report was presented and adopted at the
Annual General Meeting of the Company on 13/6 2019

NØRREBROGADE 106 2
2200 COPENHAGEN N DENMARK

Per Bech Gasseholm (Chairman)

Content

Management's Statement and Auditor's Report

Management's Statement	03
Independent Auditor's Report	04

Company Information

Company Information	06
Management's Review	07

Financial Statements

Income Statement 1 January – 31 December	08
Balance Sheet 31 December	09
Equity	11
Notes to the Financial Statements	12

Management's Statement

The Executive Board has today considered and adopted the Annual Report of Carrington Retail ApS for the financial year 1 January – 31 December 2018.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In my opinion the Financial Statements give a true and fair view of the financial position at 31 December 2018 of the Company and of the results of the Company operations for 2018.

In my opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

I recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 13 June 2019

Executive Board

Per Bech Gasseholm
CEO

Independent Auditor's Report

To the Shareholder of Carrington Retail ApS

Opinion

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.

We have audited the Financial Statements of Carrington Retail ApS for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies ("the Financial Statements").

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.

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, in our view, 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 in Management's Review.

Management's responsibilities for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional 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.
- 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.

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.

Hellerup, 13 June 2019

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
CVR No 33 77 12 31

Hans Jørgen Andersen
State Authorised Public Accountant
mne30211

Søren Alexander
State Authorised Public Accountant
mne42824

Company Information

The Company

Carrington Retail ApS
Nørrebrogade 106, 2
DK 2200 Copenhagen N

CVR No: 33 49 93 53

Financial period: 1 January – 31 December

Incorporated: 16 February 2011

Financial year: 8th financial year

Municipality of reg. office: Copenhagen

Executive Board

Per Bech Gasseholm

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Strandvejen 44
DK-2900 Hellerup

Management's Review

Key activities

The Company's main activity is to run stores, e-commerce and related activities.

Development in the year

The income statement of the Company for 2018 shows a profit of DKK 9,707, and at 31 December 2018 the balance sheet of the Company shows equity of DKK 2,109,307. 2018 earnings were impacted by investments, and despite an overall challenging retail environment for the industry the company's revenue increased for the year, predominantly driven by e-commerce.

The earnings result in 2018 is deemed satisfactory.

Our goals continue to focus on Operational Improvements, EBITDA, Brand Health and Consumer Satisfaction.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement

1 January – 31 December

	Note	2018 DKK	2017 DKK
Gross profit/loss		8,338,548	9,392,014
Staff expenses	2	<u>-7,402,804</u>	<u>-5,505,327</u>
EBITDA		935,743	3,886,687
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment		<u>-697,455</u>	<u>-831,395</u>
Profit/loss before financial income and expenses		238,288	3,055,292
Financial income	3	45,141	0
Financial expenses	4	<u>-269,769</u>	<u>-418,292</u>
Profit/loss before tax		13,660	2,637,000
Tax on profit/loss for the year		<u>-3,953</u>	<u>-581,038</u>
Net profit/loss for the year	5	<u>9,707</u>	<u>2,055,962</u>

Balance Sheet 31 December

Assets

	Note	2018 DKK	2017 DKK
Other acquired rights		31,250	224,821
Intangible assets	6	31,250	224,821
Other fixtures and fittings, tools and equipment		17,018	43,207
Leasehold improvements		1,640,254	1,062,180
Property, plant and equipment	7	1,657,273	1,105,387
Fixed assets		1,688,522	1,330,208
Finished goods and goods for resale		10,381,961	7,081,917
Inventories		10,381,961	7,081,917
Trade receivables		1,160,440	99,374
Receivables from group enterprises		41,696	2,119,208
Other receivables		1,206,238	774,457
Deferred tax asset		0	870,962
Joint tax receivables		893,994	0
Prepayments		180,560	94,514
Receivables		3,482,927	3,958,515
Cash at bank and in hand		3,142,938	813,351
Current assets		17,007,826	11,853,783
Assets		18,696,348	13,183,991

Balance Sheet 31 December

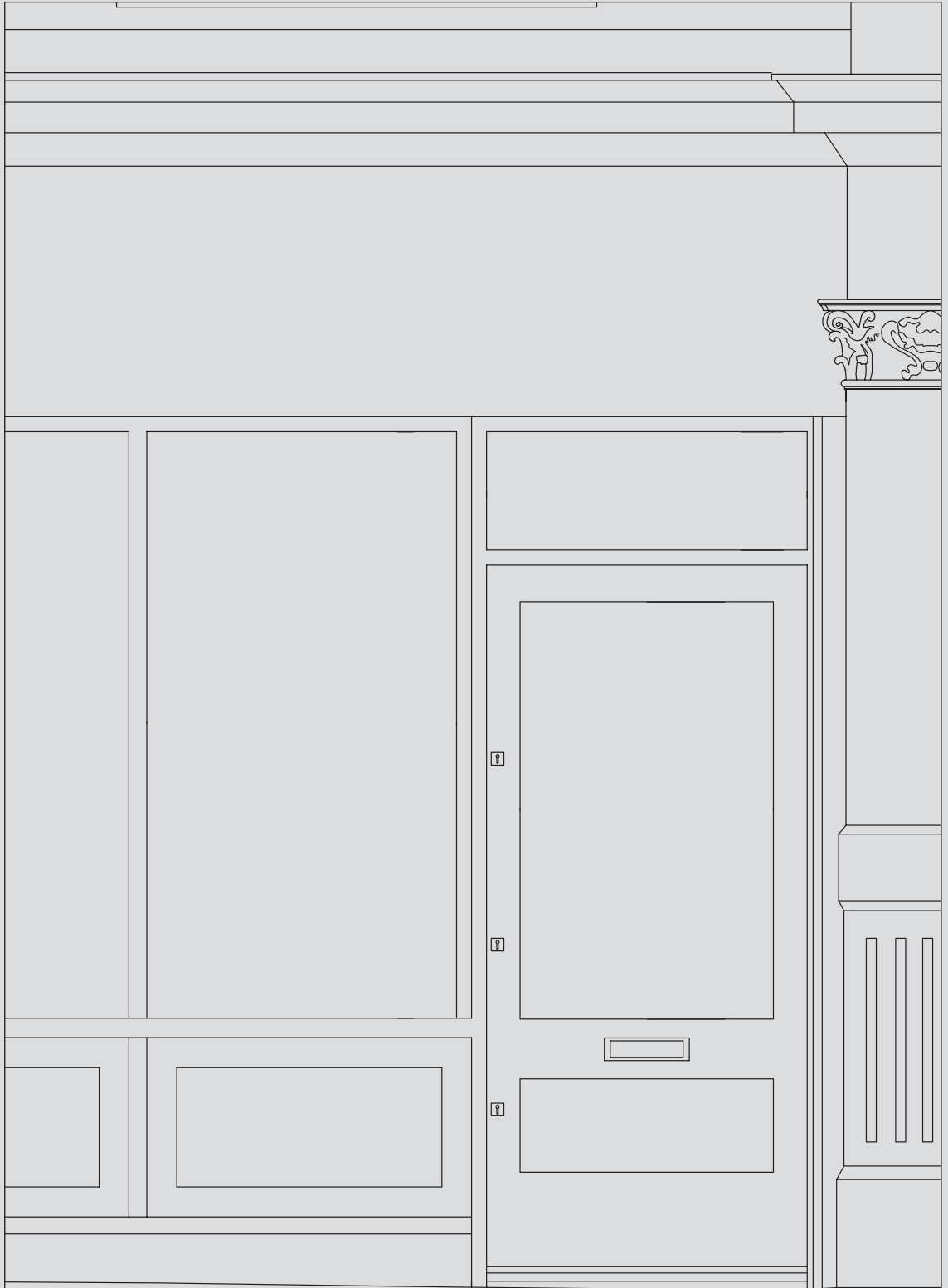
Liabilities and equity

	Note	2018 DKK	2017 DKK
Share capital		80,000	80,000
Retained earnings		2,029,307	2,019,599
Equity		2,109,307	2,099,599
Provision for deferred tax		26,985	0
Provisions		26,985	0
Prepayments received from customers		591,101	741,919
Trade payables		4,545,324	1,889,865
Payables to group enterprises		8,377,651	4,848,250
Other payables		3,045,980	3,604,358
Short term debt		16,560,056	11,084,392
Debt		16,587,041	11,084,392
Liabilities and equity		18,696,348	13,183,991
Going concern	1		
Contingent assets, liabilities and other financial obligations	8		
Related parties	9		
Accounting Policies	10		

Equity

Equity	Share capital DKK	Retained earnings DKK	Total DKK
Equity at 1 January	80,000	2,019,599	2,099,599
Net profit/loss for the year	-	9,707	9,707
Equity at 31 December	80,000	2,029,306	2,109,306

Notes to the Financial Statements



1 Going concern

Maintenance of the funding of the Company and group enterprises is assessed and discussed regularly with the Company's banker. It is essential to the Company as a going concern that funding is maintained, and that the Company maintains the profitable position.

In Management's opinion, it will be possible to maintain funding in the coming financial year, and the Company will remain profitable; therefore, Management presents the Annual Report under a going concern assumption.

	2018	2017
	DKK	DKK
2 Staff expenses		
Wages and salaries	6,720,397	5,046,538
Pensions	259,744	65,787
Other social security expenses	109,526	98,100
Other staff expenses	313,138	294,902
	7,402,804	5,505,327
Average number of employees	21	14
3 Financial income		
Exchange adjustments gain	45,141	0
	45,141	0
4 Financial expenses		
Interest paid to group enterprises	145,448	141,211
Other financial expenses	70,328	185,831
Exchange loss	53,994	91,250
	269,769	418,292
5 Distribution of profit		
Proposed distribution of profit		
Retained earnings	9,707	2,055,962
	9,707	2,055,962

6 Intangible assets

	<u>Other acquired rights</u> DKK
Cost at 1 January	<u>2,575,000</u>
Cost at 31 December	2,575,000
Impairment losses and amortisation at 1 January	2,350,179
Amortisation for the year	<u>193,572</u>
Impairment losses and amortisation at 31 December	2,543,750
Carrying amount at 31 December	31,250
Amortised over	7 years

7 Property, plant and equipment

	Other fixtures and fittings, tools and equipment	Leasehold improvements	Total
	DKK	DKK	DKK
Cost at 1 January	440,802	2,757,867	3,198,669
Additions for the year	13,005	1,042,763	1,055,768
Cost at 31 December	453,807	3,800,630	4,254,437
Impairment losses and depreciation at 1 January	397,595	1,695,686	2,093,281
Depreciation for the year	39,194	464,689	503,883
Impairment losses and depreciation at 31 December	436,789	2,160,375	2,597,165
Carrying amount at 31 December	17,018	1,640,254	1,657,273
Depreciated over	2–3 years	3–5 years	

8 Contingent assets, liabilities and other financial obligations

Charges and security

	2018	2017
	DKK	DKK

The following assets have been placed as security with credit institutions:

Intangible and tangible assets, stocks and trade receivables with a net book value amounting to DKK	13,230,923	8,511,499
---	------------	-----------

The following assets have been placed as security with letters:

Bank guarantee for rent	343,750	0
-------------------------	---------	---

Rental and lease obligations

Tenancy commitments	3,297,809	3,839,105
---------------------	-----------	-----------

8 Contingent liabilities (continued)

The group companies are jointly and severally liable for tax on the jointly taxed incomes etc of the Group. The total amount of corporation tax payable is disclosed in the Annual Report of A/S af 24. juli 1995, which is the management company of the joint taxation purposes. Moreover, the group companies are jointly and severally liable for Danish withholding taxes by way of dividend tax, tax on royalty payments and tax on unearned income. Any subsequent adjustments of corporation taxes and withholding taxes may increase the Company's liability.

9 Related parties

Ownership

The following shareholder is recorded in the Company's register of shareholders as holding at least 5% of the votes or at least 5% of the share capital:

Carrington ApS, Copenhagen, CVR No. 21416134

Consolidated Financial Statements

Carrington Retail ApS is included in the Group Annual Report of

Name	Place of registered office
Carrington ApS	Copenhagen

The Group Annual Report of Carrington ApS may be obtained at the following address:

Carrington ApS
 Nørrebrogade 106, 2. bgh.
 2200 Copenhagen N
 Denmark

¹⁰ Accounting Policies

The Annual Report of Carrington Retail ApS for 2018 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

The accounting policies applied remain unchanged from last year.

The Financial Statements for 2018 are presented in DKK.

Recognition and measurement

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, impairment and provisions as well as reversals caused by reassessments of accounting estimates previously included in the income statement.

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

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

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement. Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

Fixed assets acquired in foreign currencies are measured at the transaction date rates.

18 Accounting Policies (continued)

Income Statement

Gross profit

With reference to section 32 of the Danish Financial Statements Act, revenue has not been disclosed in the Annual Report.

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.

Staff expenses

Staff expenses comprise wages and salaries as well as payroll expenses.

Amortisation, depreciation and impairment losses

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

Other operating income and expenses

Other operating income and other operating expenses comprise items of a secondary nature to the main activities of the Company, including gains and losses on the sale of intangible assets and property, plant and equipment.

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 consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

The Company is jointly taxed with A/S af 24. juli 1995 and its Danish subsidiaries. The tax effect of the joint taxation is allocated to enterprises in proportion to their taxable incomes.

18 Accounting Policies (continued)

Balance Sheet

Intangible assets

Other acquired rights acquired is measured at cost less accumulated amortisation. Other acquired rights is amortised on a straight-line basis over its useful life, which is assessed at 7 years.

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses. Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use. Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment	2-3 years
Leasehold improvements	3-5 years

Depreciation period and residual value are reassessed annually.

Impairment of fixed assets

The carrying amounts of intangible assets and property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation. If so, the asset is written down to its lower recoverable amount.

Fixed asset investments

Fixed asset investments consist of deposits.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale, raw materials and consumables equals landed cost.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables and direct labour.

Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

18 Accounting Policies (continued)

Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, subscriptions and interest.

Deferred tax assets and liabilities

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 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 crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Financial debts

Loans, such as mortgage loans and loans from credit institutions, are recognised initially at the proceeds received net of transaction expenses incurred. Subsequently, the loans are measured at amortised cost; the difference between the proceeds and the nominal value is recognised as an interest expense in the income statement over the loan period.

Other debts are measured at amortised cost, substantially corresponding to nominal value.

WOOD WOOD

NØRREBROGADE 106 2200 COPENHAGEN N DENMARK
WOODWOOD.COM