

Gazelle Denmark A/S

Nørregade 47
1165 København K
Denmark

CVR no. 33 88 59 97

Annual report 2019

The annual report was presented and approved at
the Company's annual general meeting on

7 May 2020

Huibrecht Willem Lamers
Chairman

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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Gazelle Denmark A/S for the financial year 1 January – 31 December 2019.

The annual report has been 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.

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

København 7 May 2020
Executive Board:

Thomas Koed

Board of Directors:

Huibrecht Willem Lamers
Chairman

Paulus Johannes Maria
Vreeburg

Fedde Dirk Wildenbeest

Management confirms that the Company fulfills the requirements to be exempt of audit.



The independent auditor's extended review report on the financial statements

To the shareholder of Gazelle Denmark A/S

We have performed an extended review of the financial statements of Gazelle Denmark A/S for the financial year 1 January – 31 December 2019 comprising income statement, balance sheet and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on the work performed, it is our opinion that 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 extended review in accordance with the Danish Business Authority's Assurance Standard for Small Enterprises and FSR - Danish Auditors' standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibility for the extended review 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.



The independent auditor's extended review report on the financial statements

Auditor's responsibility for the extended review of the financial statements

Our responsibility is to express a conclusion on the financial statements. This requires that we plan and perform procedures in order to obtain limited assurance for our conclusion on the financial statements and in addition perform specifically required supplementary procedures in order to obtain additional assurance for our conclusion.

An extended review comprises procedures primarily consisting of making enquiries of Management and others within the entity, as appropriate, applying analytical procedures and the specifically required supplementary procedures, and evaluating the evidence obtained.

The procedures performed in an extended review are less than those performed in an audit, and accordingly, we do not express an audit opinion on these financial statements.

Copenhagen, 7 May 2020

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Martin Eiler
State Authorised
Public Accountant
mne32271

Gazelle Denmark A/S
Annual report 2019
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Company details

Gazelle Denmark A/S
Nørregade 47
1165 København K
Denmark

CVR no.: 33 88 59 97
Financial year: 1 January – 31 December

Board of Directors

Huibrecht Willem Lamers, Chairman
Paulus Johannes Maria Vreeburg
Fedde Dirk Wildenbeest

Executive Board

Thomas Koed

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfaergevej 28
DK-2100 Copenhagen
Denmark

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2019	2018
Gross profit		4,487	3,275
Staff costs	3	<u>-3,006</u>	<u>-2,613</u>
Operating profit		1,481	662
Financial income		43	0
Financial expenses		<u>0</u>	<u>-58</u>
Profit before tax		1,524	604
Tax on profit/loss for the year		<u>-335</u>	<u>-133</u>
Profit for the year		<u>1,189</u>	<u>471</u>
Proposed profit appropriation			
Retained earnings		<u>1,189</u>	<u>471</u>

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	<u>2019</u>	<u>2018</u>
ASSETS			
Current assets			
Inventories			
Finished goods and goods for resale		<u>363</u>	<u>494</u>
Receivables			
Trade receivables		18,972	14,102
Receivables from group entities		<u>4,368</u>	<u>0</u>
		<u>23,340</u>	<u>14,102</u>
Total current assets		<u>23,703</u>	<u>14,596</u>
TOTAL ASSETS		<u><u>23,703</u></u>	<u><u>14,596</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2019	2018
EQUITY AND LIABILITIES			
Equity			
Contributed capital	4	500	500
Retained earnings		3,330	2,141
Total equity		<u>3,830</u>	<u>2,641</u>
Liabilities			
Current liabilities other than provisions			
Trade payables		243	84
Payables to group companies		15,740	8,988
Corporation tax		168	23
Other payables		3,722	2,860
		<u>19,873</u>	<u>11,955</u>
Total liabilities		<u>19,873</u>	<u>11,955</u>
TOTAL EQUITY AND LIABILITIES		<u>23,703</u>	<u>14,596</u>
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Financial statements 1 January – 31 December

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1 Accounting policies

The annual report of Gazelle Denmark A/S for 2019 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act.

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

Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment are recognised in the income statement as financial income or financial expenses.

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

Gross profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Revenue, costs of sales and other external costs have been aggregated as gross profit.

Revenue

Income from the sale of goods, which comprise the sale of bicycles, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received.

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts granted are recognised in revenue.

Cost of sales

Cost of sales comprises costs incurred to generate revenue for the year. This item also comprises direct costs for goods for resale and changes to inventory of goods for resale.

Other external costs

Other external costs comprise distribution costs and costs related to sales, sales campaigns, administration, office premises, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc. to the Company's employees, excluding reimbursements from public authorities.

Financial statements 1 January – 31 December

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1 Accounting policies (continued)

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on profit/loss for the year

Tax for the year comprises current tax and changes in deferred tax for the year. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Finished goods and work in progress are measured at cost, comprising the cost of raw materials, consumables, direct wages and salaries. Indirect production overheads and borrowing costs are not included in cost.

The net realisable value of inventories is calculated as the sales amount less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and development in expected selling price.

Receivables

Receivables are recognised in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provision for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable.

Equity

Dividends

Proposed dividends are recognised as a liability at the date when they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

Corporation tax and deferred tax

The Company is jointly taxed with other Danish companies in the Pon Group. The tax effect of the joint taxation with the parent company is allocated to Danish enterprises showing profits or losses in proportion to their taxable incomes (full allocation with credit for tax losses). The jointly taxed enterprises have adopted the on-account taxation scheme.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Tax for the year consists of current tax for the year and deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement.

Current tax liability and current tax receivable are recognised as receivables in the balance sheet in case of overpayment of tax on account, and as liabilities in case of underpayment of tax on account.

Deferred tax is measured under the balance sheet liability method in respect of all temporary differences between the carrying amount and the tax base of assets and liabilities.

Deferred tax assets, including the tax base of tax loss carryforwards, 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. Any changes in deferred tax due to changes to tax rates are recognised in the income statement.

Liabilities

Liabilities other than provisions are measured at net realisable value.

Financial statements 1 January – 31 December

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2 Main activity

Gazelle Denmark A/S is included in the Royal Dutch Gazelle Group as a subsidiary.

Royal Dutch Gazelle employs around 550 employees at its factory in Dieren, where bicycles are produced, including electric bicycles, city bicycles and leisure bicycles. The Company was established in 1892 and has produced bicycles ever since. Gazelle Denmark A/S takes care of the Group's sales in Denmark.

Gazelle is part of the group of companies PON.

3 Staff costs

DKK'000	2019	2018
Wages and salaries	2,720	2,398
Pensions	271	208
Other social security costs	15	7
	<u>3,006</u>	<u>2,613</u>
	<u><u>4</u></u>	<u><u>4</u></u>

4 Contributed capital

DKK'000	Contributed capital	Retained earnings	Total
Equity at 1 January 2019	500	2,141	2,641
Transferred over the profit appropriation	<u>0</u>	<u>1,189</u>	<u>1,189</u>
Equity at 31 December 2019	<u><u>500</u></u>	<u><u>3,330</u></u>	<u><u>3,830</u></u>

The share capital consists of 500 shares of a nominal value of DKK 1,000 each.

All shares rank equally.

There has been no movement in the share capital since the founding of the Company.

Financial statements 1 January – 31 December

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5 Contractual obligations, contingencies, etc.

Contingent liabilities

The Company is jointly taxed with other Danish companies in the PON Group and severally liable for tax on the jointly taxed income and for certain withholding taxes, such as dividend tax and royalty tax. Any subsequent corrections of the taxable income subject to joint taxation or withholding taxes on dividends, etc. may entail an increase in the entities' liability. The Group as a whole is not liable to any other parties.

Operating lease obligations

Remaining operating lease obligations at the balance sheet date amount to DKK 376 thousand and fall due within 2 years (2018: DKK 452 thousand).

6 Related party disclosures

Gazelle Denmark A/S' related parties comprise the following:

Controlling interest

PON Bicycle Holding B.V., immediate Parent Company

PON Holding B.V., ultimate Parent Company

Consolidated financial statements

PON Holding B.V., The Netherlands., which is the Company's ultimate Parent Company at 31 December 2019, prepares the Group annual report in which the Company is included.

The Group annual report of the ultimate Parent Company can be obtained at the following address:
PON Holdings B.V., Rondebeltweg 31, 1329 Almere, The Netherlands.