SD 1 APS

BALTICAGADE 24, 8000 AARHUS C

ANNUAL REPORT

1 MAY 2017 - 30 APRIL 2018

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 31 October 2018

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Simon James Callander

CVR NO. 33 95 55 37

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COMPANY DETAILS

Company	SD 1 ApS Balticagade 24 8000 Aarhus C
	CVR no.: 33 95 55 37 Established: 28 September 2011 Registered Office: Aarhus C Financial Year: 1 May 2017 - 30 April 2018
Board of Directors	Euan Angus Sutherland, chairman Simon James Callander Edward Peter Barker
Board of Executives	Simon James Callander
Auditor	Deloitte Statsautoriseret Revisionspartnerselskab Dokken 8 6700 Esbjerg

STATEMENT BY BOARD OF DIRECTORS AND BOARD OF EXECUTIVES

Today the Board of Directors and Board of Executives have discussed and approved the Annual Report of SD 1 ApS for the financial year 1 May 2017 - 30 April 2018.

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

In our opinion the financial statements give a true and fair view of the Company's financial position at 30 April 2018 and of the results of the Company's operations for the financial year 1 May 2017 - 30 April 2018.

The Management's Review includes in our opinion a fair presentation of the matters dealt with in the review.

We recommend the Annual Report be approved at the Annual General Meeting.

Gloucestershire, 31 October 2018

Board of Executives

Simon James Callander

Board of Directors

Euan Angus Sutherland Chairman	Simon James Callander	Edward Peter Barker

INDEPENDENT AUDITOR'S EXTENDED REVIEW REPORT

To the shareholder of SD 1 ApS

Conclusion

We have performed an extended review of the financial statements of SD 1 ApS for the financial year 1 May 2017 - 30 April 2018, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Based on our extended review, in our opinion, the financial statements give a true and fair view of the Entity's financial position 30 April 2018 and of the results of its operations for the financial year 1 May 2017 - 30 April 2018 in accordance with the Danish Financial Statements Act.

Basis for conclusion

We conducted our extended review in accordance with the assurance engagement standard for small enterprises as issued by the Danish Business Authority and the standard on extended review of financial statements prepared in accordance with the Danish Financial Statements Act as issued by FSR - Danish Auditors. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the extended review of the financial statements". We are independent of the Entity 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 evidence we have obtained is sufficient and appropri-ate to provide a basis for our conclusion.

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 Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities 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 to obtain limited assurance about our conclusion on the financial statements and that we also perform specifically required supplementary procedures for the purpose of obtaining additional assurance about our conclusion.

An extended review consists of making inquiries, primarily of management and, if appropriate, of other entity personnel, performing analytical and the specifically required supplementary procedures as well as evaluating the evidence obtained.

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

Statement on the management's commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S EXTENDED REVIEW REPORT

In connection with our extended review of the financial statements our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the extended review or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with 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 commentary.

Esbjerg, 31 October 2018

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR no. 33 96 35 56

Bo Klitten Kjærgaard
State Authorised Public Accountant
MNE no. mne34507

MANAGEMENT'S REVIEW

Principal activities
The principal activities of the company is the operation of retail stores.

Development in activities and financial position
A loss of 769k was realised for the financial year 2017/18. The management expect improves results for the coming years.

The year's result compared to last year's expectations is not satisfactory and is due to the fact that the initiatives implemented have not been fully achieved. Work is continuing to improve earnings.

Guarantee for capital
We, the undersigned Parent Company, Superdry Plc, company number 07063562, ultimate parent company for Superdry Retail Denmark A/S, CVR-nr. 29813582, hereby commit ourselves unconditionally by contributions - alternatively by waiver of claims or by infusion of capital - to secure the operations of the enterprise.

This Guarantee shall be in force until further notice and may be terminated at a coming Annual General Meeting of the Subsidiary to end on expiry of the following financial year.

Any contribution paid should be repayable through payment of excess available gains within the scope of Danish legislation. In case of liquidation of the enterprise, contributions cannot be paid out until all other creditors have been fully covered, however, before payment to the shareholders.

Significant events after the end of the financial year
No events have occurred after the end of the financial year of material importance for the company's financial position.

INCOME STATEMENT 1 MAY - 30 APRIL

	Note	2017/18 DKK	2016/17 DKK
GROSS PROFIT		**242,825**	**31,624**
Staff costs	1	-1,069,522	-1,182,800
Depreciation, amortisation and impairment		-34,733	-123,754
OPERATING LOSS		**-861,430**	**-1,274,930**
Other financial expenses	2	-124,197	-83,635
PROFIT BEFORE TAX		**-985,627**	**-1,358,565**
Tax on profit/loss for the year	3	216,838	298,884
PROFIT FOR THE YEAR		**-768,789**	**-1,059,681**

PROPOSED DISTRIBUTION OF PROFIT

Accumulated profit		-768,789	-1,059,681
TOTAL		**-768,789**	**-1,059,681**

BALANCE SHEET AT 30 APRIL

ASSETS	Note	2018 DKK	2017 DKK
Other plant, machinery, tools and equipment		60,038	75,586
Leasehold improvements		80,154	99,340
Tangible fixed assets	4	**140,192**	**174,926**
Rent deposit and other receivables		176,808	173,341
Fixed asset investments	5	**176,808**	**173,341**
FIXED ASSETS		**317,000**	**348,267**
Finished goods and goods for resale		727,516	927,320
Inventories		**727,516**	**927,320**
Deferred tax assets		84,742	240,887
Other receivables		77,486	13,409
Joint tax contribution receivable		372,983	16,297
Prepayments and accrued income		228,112	261,220
Receivables		**763,323**	**531,813**
Cash and cash equivalents		**344,345**	**938,581**
CURRENT ASSETS		**1,835,184**	**2,397,714**
ASSETS		**2,152,184**	**2,745,981**

BALANCE SHEET AT 30 APRIL

EQUITY AND LIABILITIES	Note	2018 DKK	2017 DKK
Share capital		80,000	80,000
Retained profit		-2,465,700	-1,696,911
EQUITY	6	**-2,385,700**	**-1,616,911**
Other provisions for liabilities		9,707	0
PROVISION FOR LIABILITIES		**9,707**	**0**
Trade payables		119,865	67,940
Payables to group enterprises		3,503,395	3,968,944
Other liabilities		904,917	326,008
Current liabilities		**4,528,177**	**4,362,892**
LIABILITIES		**4,528,177**	**4,362,892**
EQUITY AND LIABILITIES		**2,152,184**	**2,745,981**

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	2017/18 DKK	2016/17 DKK	Note
Staff costs			1
Average number of employees			
4 (2016/17: 4)			
Wages and salaries	1,049,457	1,156,930	
Social security costs	20,065	13,335	
Other staff costs	0	12,535	
	1,069,522	**1,182,800**	
Other financial expenses			2
Group enterprises	121,282	83,093	
Other financial expenses	2,915	542	
	124,197	**83,635**	
Tax on profit/loss for the year			3
Calculated tax on taxable income of the year	-372,983	-16,297	
Adjustment of deferred tax	156,145	-282,587	
	-216,838	**-298,884**	

Tangible fixed assets — Note 4

	Other plant, machinery, tools and equipment	Leasehold improvements
Cost at 1 May 2017	369,972	922,745
Cost at 30 April 2018	**369,972**	**922,745**
Depreciation and impairment losses at 1 May 2017	294,387	823,405
Depreciation for the year	15,547	19,186
Depreciation and impairment losses at 30 April 2018	**309,934**	**842,591**
Carrying amount at 30 April 2018	**60,038**	**80,154**

Fixed asset investments — Note 5

	Rent deposit and other receivables
Cost at 1 May 2017	173,341
Additions	3,467
Cost at 30 April 2018	**176,808**
Carrying amount at 30 April 2018	**176,808**

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Equity 6

	Share capital	Retained profit	Total
Equity at 1 May 2017	80,000	-1,696,911	-1,616,911
Proposed distribution of profit		-768,789	-768,789
Equity at 30 April 2018	**80,000**	**-2,465,700**	**-2,385,700**

Contingencies etc. 7

Unrecogniced rental and lease commitments

The Entity has entered into lease of a property with a notice of 6 months. The annual rent is DKK 1,061k and the rent is indexed annually.

Contingent liabilities

The Company participates in a Danish joint taxation arrangement in which Supergroup Nordic and Baltics A/S serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for income taxes etc for the jointly taxed companies and also for obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

Joint liabilities

The company is jointly and severally liable together with the parent company and the other group companies in the jointly taxed group for tax on the group's jointly taxed income and for certain possible withholding taxes such as dividend tax and royalty tax, and for the joint registration of VAT.

Tax payable of the group's jointly taxed income is stated in the annual report of Supergroup Nordic and Baltics A/S, which serves as management company for the joint taxation.

Charges and securities 8

None.

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Uncertainty with respect to going concern **9**

The going concern assumption is based on the receipt of a letter of comfort from group enterprise.

The letter of comfort has the following wording:

Letter of comfort SD 1 ApS

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This Guarantee shall be in force until further notice and may be terminated at a coming Annual General Meeting of the Subsidiary to end on expiry of the following financial year.

Any contribution paid should be repayable through payment of excess available gains within the scope of Danish legislation. In case of liquidation of the enterprise, contributions cannot be paid out until all other creditors have been fully covered, however, before payment to the shareholders.

Consolidated financial statements **10**

Name and registered office of the Parant preparing consolidated financial statements for the smallest group:

Superdry PLC, Gloucestershire, United Kingdom.

The group report for the foreign parent company can be ordered from the following adress:

https://corporate.superdry.com/media/2479/superdry-ar2018-indexed-linked3.pdf

ACCOUNTING POLICIES

The Annual Report of SD 1 ApS for 2017/18 has been presented in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B and certain provisions applying to reporting class C.

The Annual Report is prepared consistently with the accounting principles used last year.

INCOME STATEMENT

Gross profit or loss
Gross profit or loss comprises revenue, changes in inventories of goods for resale, cost of sales and external expenses.

Net revenue
Net revenue from sale of merchandise and finished goods is recognised in the Income Statement if supply and risk transfer to purchaser has taken place before the end of the year and if the income can be measured reliably and is expected to be received. Net revenue is recognised exclusive of VAT, duties and less discounts related to the sale.

Cost of sales
Cost of sales comprise costs of sales for the financial year measurd at cost, adjusted for ordinary inventory write-downs.

Other external expenses
Other external expenses include advertising, administration, buildings, bad debts, operational lease expenses, etc.

Staff costs
Staff costs comprise wages and salaries, including holiday pay and pensions and other costs for social security etc. for the company's employees. Repayments from public authorities are deducted from staff costs.

Financial expenses
Financial expenses include interest expenses also to group enterprises. Financial expenses are recognised in the income statement by the amounts that relate to the financial year.

Tax
The tax for the year, which consists of the current tax for the year and changes in deferred tax, is recognised in the income statement by the portion that may be attributed to the profit for the year, and is recognised directly in the equity by the portion that may be attributed to entries directly to the equity.

BALANCE SHEET

Tangible fixed assets
Other plants, fixtures and equipment and leasehold improvements are measured at cost less accumulated depreciation and impairment losses.

The depreciation base is cost less estimated residual value after end of useful life.

The cost includes the acquisition price and costs incurred directly in connection with the acquisition until the time when the asset is ready to be used.

ACCOUNTING POLICIES

Straight-line depreciation is provided on the basis of an assessment of the expected useful lives of the assets and their residual value:

	Useful life	Residual value
Other plants, fixtures and equipment	*5 years*	
Leasehold improvements	*5-7 years*	

Profit or loss on disposal of tangible fixed assets is stated as the difference between the sales price less selling costs and the carrying amount at the time of sale. Profit or loss is recognised in the income statement as other operating income or other operating expenses.

Fixed asset investments
Deposits include rental deposits which are recognised and measured at amortised cost. Deposits are not depreciated.

Impairment of fixed assets
The carrying amount of tangible assets together with fixed assets, which are not measured at fair value, are valued on an annual basis for indications of impairment other than that reflected by amortisation and depreciation.

In the event of impairment indications, an impairment test is made for each asset or group of assets, respectively. If the net realisable value is lower than the carrying amount, the assets are written down to the lower value.

The recoverable amount is calculated at the higher of net selling price and capital value. The capital value is determined as the fair value of the expected net cash flows from the use of the asset or group of assets and the expected net cash flows from sale of the asset or group of assets after the end of its useful life.

Inventories
Inventories are measured according to the weighted average cost. For practical reasons and unless there is a significant difference, the last purchase price is used. If the net realisable value is lower than cost, the inventories are written down to the lower value.

Receivables
Receivables are measured at amortised cost which usually corresponds to nominal value. The value is reduced by impairment losses to meet expected losses.

Prepayments and accrued income
Accruals recognised as assets include costs incurred relating to the subsequent financial year.

Other provisions for liabilities
Other provisions for liabilities include the expected cost of reinstate rented premises.

The provision for liabilities is measured and recognised on the basis of experience.

ACCOUNTING POLICIES

Tax payable and deferred tax
Current tax liabilities and receivable current tax are recognised in the balance sheet as the calculated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and taxes paid on account.

The Company is subject to joint taxation with Danish group companies. The current corporation tax is distributed among the joint taxable companies in proportion to their taxable income and with full allocation and refund related to tax losses. The joint taxable companies are included in the on account tax scheme. Joint taxation contributions receivable and payable are recognised in the Balance Sheet under current assets and liabilities, respectively.

Deferred tax is measured on the temporary differences between the carrying amount and the tax value of assets and liabilities.

Deferred tax assets, including the tax value of tax loss carry-forwards, are measured at the expected realisable value of the asset, either by set-off against 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 under the legislation in force on the balance sheet date would be applicable when the deferred tax is expected to crystallise as current tax. Any changes in the deferred tax resulting from changes in tax rates, are recognised in the income statement, except from items recognised directly in equity.

Liabilities
Financial liabilities are recognised at the time of borrowing by the amount of proceeds received less borrowing costs. In subsequent periods, the financial liabilities are measured at amortised cost equal to the capitalised value when using the effective interest, the difference between the proceeds and the nominal value being recognised in the income statement over the term of loan.

Amortised cost of current liabilities usually corresponds to nominal value.

Foreign currency translation
Transactions in foreign currencies are translated at the rate of exchange on the transaction date. Exchange differences arising between the rate on the transaction date and the rate on the payment date are recognised in the income statement as a financial income or expense.

Receivables, payables and other monetary items in foreign currencies that are not settled on the balance sheet date are translated at the exchange rate on the balance sheet date. The difference between the exchange rate on the balance sheet date and the exchange rate at the time of occurrence of the receivables or payables is recognised in the income statement as financial income or expenses.

Fixed assets acquired in foreign currencies are translated at the rate of exchange on the transaction date.