

SD 1 APS
EMDRUPVEJ 26, 1., 2100 KØBENHAVN Ø
ANNUAL REPORT
1 MAY 2019 - 30 APRIL 2020

**The Annual Report has been presented and
adopted at the Company's Annual General
Meeting on 29 October 2021**

Ruth Patricia Daniels

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COMPANY DETAILS

Company	SD 1 ApS Emdrupvej 26, 1. 2100 Copenhagen Ø CVR No.: 33 95 55 37 Established: 28 September 2011 Registered Office: Copenhagen Ø Financial Year: 1 May 2019 - 30 April 2020
Board of Directors	Ruth Patricia Daniels, chairman Carolyn Jane Pollard Shaun Simon Wills
Executive Board	Carolyn Jane Pollard
Auditor	Deloitte Statsautoriseret Revisionspartnerselskab Dokken 8 6700 Esbjerg

BOARD OF DIRECTORS STATEMENT AND MANAGEMENT'S STATEMENT

Today the Board of Directors and Executive Board have discussed and approved the Annual Report of SD 1 ApS for the financial year 1 May 2019 - 30 April 2020.

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 assets, liabilities and financial position at 30 April 2020 and of the results of the Company's operations for the financial year 1 May 2019 - 30 April 2020.

The Management Commentary includes in our opinion a fair presentation of the matters dealt with in the Commentary.

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

Gloucestershire, 29 October 2021

Executive Board

Carolyn Jane Pollard

Board of Directors

Ruth Patricia Daniels
Chairman

Carolyn Jane Pollard

Shaun Simon Wills

THE INDEPENDENT AUDITOR'S 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 2019 - 30 April 2020, which comprise income statement, Balance Sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The Financial Statements are prepared under the Danish Financial Statements Act.

Based on the work performed in our opinion, the Financial Statements give a true and fair view of the Company's financial position at 30 April 2020 and of the results of the Company's operations for the financial year 1 May 2019 - 30 April 2020 in accordance with the Danish Financial Statements Act.

Basis for Conclusion

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 Responsibilities 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 evidence we have obtained is sufficient and appropriate 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 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 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 to obtain further assurance for our conclusion.

An extended review comprises procedures that primarily consist of making inquiries of Management and others within the Company, as appropriate, analytical procedures and the specifically required supplementary procedures as well as evaluation of 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 the Financial Statements.

Statement on the Management Commentary

Management is responsible for the Management Commentary.

Our conclusion on the Financial Statements does not cover the Management Commentary, and we do not express any form of assurance conclusion thereon.

THE INDEPENDENT AUDITOR'S 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 during 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 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 the Management Commentary.

Esbjerg, 29 October 2021

Deloitte
Statsautoriseret Revisionspartnerselskab
CVR no. 33 96 35 56

Bo Klitten Kjærgaard
State Authorised Public Accountant
MNE no. mne34507

MANAGEMENT COMMENTARY

Principal activities

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

Development in activities and financial and economic position

A loss of 760k was realised for the financial year 2019/20. 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 SD 1 ApS, CVR-nr. 33955537, 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.

In March 2020 the World Health Organization declared the global novel coronavirus disease 2019 (COVID-19) outbreak a pandemic, and the effect of this pandemic have had a huge impact on the results and financial condition of the Group and the Company. In addition, as of the date the financial statements were available to be issued, there is still uncertainty with respect long term impact.

INCOME STATEMENT 1 MAY - 30 APRIL

	Note	2019/20 DKK	2018/19 DKK
GROSS PROFIT	1	345,690	849,364
Staff costs.....	2	-1,275,420	-1,274,011
Depreciation, amortisation and impairment.....		-34,906	-35,267
OPERATING LOSS		-964,636	-459,914
Other financial expenses.....	3	-6,225	-124,616
LOSS BEFORE TAX		-970,861	-584,530
Tax on profit/loss for the year.....	4	210,993	128,596
LOSS FOR THE YEAR		-759,868	-455,934
PROPOSED DISTRIBUTION OF PROFIT			
Retained earnings.....		-759,868	-455,934
TOTAL		-759,868	-455,934

BALANCE SHEET AT 30 APRIL

ASSETS	Note	2020 DKK	2019 DKK
Other plant, machinery, tools and equipment		39,105	44,490
Leasehold improvements.....		46,074	64,509
Property, plant and equipment.....	5	85,179	108,999
Rent deposit and other receivables.....		181,316	176,808
Financial non-current assets.....	6	181,316	176,808
NON-CURRENT ASSETS.....		266,495	285,807
Finished goods and goods for resale.....		822,860	593,513
Inventories.....		822,860	593,513
Receivables from group enterprises.....		393,769	0
Deferred tax assets.....		86,931	0
Other receivables.....		243,834	106,779
Joint tax contribution receivable.....		337,400	597,941
Prepayments and accrued income.....		19,367	255,206
Receivables.....		1,081,301	959,926
Cash and cash equivalents.....		286,970	98,718
CURRENT ASSETS.....		2,191,131	1,652,157
ASSETS.....		2,457,626	1,937,964

BALANCE SHEET AT 30 APRIL

EQUITY AND LIABILITIES	Note	2020 DKK	2019 DKK
Share capital.....		80,000	80,000
Retained profit.....		-3,681,502	-2,921,634
EQUITY.....		-3,601,502	-2,841,634
Provision for deferred tax.....		0	11,620
Other provisions for liabilities.....		9,707	9,707
PROVISIONS.....		9,707	21,327
Other liabilities.....		50,000	0
Non-current liabilities.....	7	50,000	0
Trade payables.....		21,621	15,732
Payables to group enterprises.....		4,988,374	4,233,498
Other liabilities.....		989,426	509,041
Current liabilities.....		5,999,421	4,758,271
LIABILITIES.....		6,049,421	4,758,271
EQUITY AND LIABILITIES.....		2,457,626	1,937,964
 Contingencies etc.	 8		
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EQUITY

	Share capital	Retained profit	Total
Equity at 1 May 2019.....	80,000	-2,921,634	-2,841,634
Proposed profit allocation.....		-759,868	-759,868
Equity at 30 April 2020.....	80,000	-3,681,502	-3,601,502

NOTES

			Note
Special items			1
Comprise compensation received from COVID-19 aid packages, the Temporary compensation for salaries for employees established as a result of the outbreak and spread of COVID-19 in 2020, with DKK 132K for salaries for employees aid packages.			
Staff costs			2
Average number of employees	5	4	
Wages and salaries.....	1,228,414	1,214,899	
Pensions.....	36,339	34,865	
Social security costs.....	10,667	24,247	
	1,275,420	1,274,011	
Other financial expenses			3
Group enterprises.....	0	124,203	
Other financial expenses.....	6,225	413	
	6,225	124,616	
Tax on profit/loss for the year			4
Calculated tax on taxable income of the year.....	-112,442	-264,664	
Adjustment of deferred tax.....	-98,551	136,068	
	-210,993	-128,596	
Property, plant and equipment			5
	Other plant, machinery, tools and equipment	Leasehold improvements	
Cost at 1 May 2019.....	369,979	926,820	
Additions.....	11,079	0	
Cost at 30 April 2020.....	381,058	926,820	
Depreciation and impairment losses at 1 May 2019.....	325,482	862,311	
Depreciation for the year.....	16,471	18,435	
Depreciation and impairment losses at 30 April 2020.....	341,953	880,746	
Carrying amount at 30 April 2020.....	39,105	46,074	
Financial non-current assets			6
		Rent deposit and other receivables	
Cost at 1 May 2019.....		176,807	
Additions.....		4,509	
Cost at 30 April 2020.....		181,316	
Carrying amount at 30 April 2020.....		181,316	

NOTES

					Note
Fixed asset investments (continued)					6
Long-term liabilities					7
	30/4 2020 total liabilities	Repayment next year	Debt outstanding after 5 years	30/4 2019 total liabilities	
Other liabilities.....	50,000	0	0	0	
	50,000	0	0	0	
Contingencies etc.					8
Unrecognized rental and lease commitments					
The Entity has entered into lease of a property with a notice of 6 months. The annual rent is DKK 1,106k and the rent is indexed annually.					
Contingent liabilities					
The Company participates in a Danish joint taxation arrangement in which SUPERDRY 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 joint taxable group for tax on the group's joint taxable income and for certain possible withholding taxes, such as dividend tax, etc.					
Tax payable on the Group's joint taxable income is stated in the annual report of SUPERDRY NORDIC AND BALTICS A/S, which serves as management company for the joint taxation.					
Charges and securities					9
None.					

NOTES

Note

Uncertainty with respect to going concern

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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

Guarantee for capital

We, the undersigned Parent Company, Superdry Plc, company number 07063562, ultimate parent company for SD 1 ApS, CVR-nr. 33955537, 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.

Consolidated Financial Statements

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Name and registered office of the Parent 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 address:

<https://corporate.superdry.com/media/2821/27279-superdry-annual-report-2020-webready.pdf>

ACCOUNTING POLICIES

The Annual Report of SD 1 ApS for 2019/20 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.

Other operating income

Public grants are recognised when a final commitment has been received from the grantor and it is probable that the conditions of the grant will be fulfilled. Grants are recognised as income in the income statement as earned.

Cost of sales

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

Other external expenses

Other external expenses include cost of sales, 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:

	<i>Useful life</i>
<i>Other plant, fixtures and equipment.....</i>	<i>5 years</i>
<i>Leasehold improvements.....</i>	<i>5-7 years</i>

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

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.

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