



SD 2 APS

EMDRUPVEJ 26, 1., 2100 KØBENHAVN Ø.

ANNUAL REPORT

1 MAY 2018 - 30 APRIL 2019

The Annual Report has been presented and adopted at the Company's Annual General Meeting on 8 November 2019

Nicholas John Gresham

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COMPANY DETAILS

Company	SD 2 ApS Emdrupvej 26, 1. 2100 Copenhagen Ø CVR No.: 33 96 15 29 Established: 9 October 2011 Registered Office: Copenhagen Ø Financial Year: 1 May 2018 - 30 April 2019
Board of Directors	Nicholas John Gresham, chairman Carolyn Jane Pollard Jonathan Leslie Wragg
Board of Executives	Carolyn Jane Pollard
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 2 ApS for the financial year 1 May 2018 - 30 April 2019.

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 2019 and of the results of the Company's operations for the financial year 1 May 2018 - 30 April 2019.

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, 8 November 2019

Board of Executives

Carolyn Jane Pollard

Board of Directors

Nicholas John Gresham
Chairman

Carolyn Jane Pollard

Jonathan Leslie Wragg

THE INDEPENDENT AUDITOR'S REPORT

To the Shareholder of SD 2 ApS

Conclusion

We have performed an extended review of the Financial Statements of SD 2 ApS for the financial year 1 May 2018 - 30 April 2019, which comprise income statement, balance sheet 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 2019 and of the results of the Company's operations for the financial year 1 May 2018 - 30 April 2019 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's Review

Management is responsible for the Management's Review.

Our conclusion on the Financial Statements does not cover the Management's Review, 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'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 extended review, 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 in the Management's Review.

Esbjerg, 8 November 2019

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 activity of the company is the operation of retail stores.

Development in activities and financial position

A loss of DKK 116k was realised in the financial year 2018/19. This is not satisfactory but expected.

Retail operations of the company have now ceased, and the moment the management are still considering a closing process for the company.

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	2018/19 DKK	2017/18 DKK
GROSS LOSS.....		-27,846	2,332
Staff costs.....	1	0	-1,623
OPERATING LOSS.....		-27,846	709
Other financial expenses.....	2	-120,913	-120,362
LOSS BEFORE TAX.....		-148,759	-119,653
Tax on profit/loss for the year.....	3	32,722	26,324
LOSS FOR THE YEAR.....		-116,037	-93,329
PROPOSED DISTRIBUTION OF DIVIDEND			
Retained earnings.....		-116,037	-93,329
TOTAL.....		-116,037	-93,329

BALANCE SHEET AT 30 APRIL

ASSETS	Note	2019 DKK	2018 DKK
Deferred tax assets.....		0	69,090
Other receivables.....		51,628	16,087
Corporation tax receivable.....		220,571	118,759
Receivables.....		272,199	203,936
Cash and cash equivalents.....		216,503	220,329
CURRENT ASSETS.....		488,702	424,265
ASSETS.....		488,702	424,265

BALANCE SHEET AT 30 APRIL

EQUITY AND LIABILITIES	Note	2019 DKK	2018 DKK
Share capital.....		80,000	80,000
Retained profit.....		-2,045,877	-1,929,840
EQUITY.....	4	-1,965,877	-1,849,840
Trade payables.....		6,428	7,887
Payables to group enterprises.....		2,448,151	2,249,719
Other liabilities.....		0	16,499
Current liabilities.....		2,454,579	2,274,105
LIABILITIES.....		2,454,579	2,274,105
EQUITY AND LIABILITIES.....		488,702	424,265
 Contingencies etc.	 5		
Charges and securities	6		
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NOTES

	2018/19 DKK	2017/18 DKK	Note
Staff costs			1
Average number of employees 0 (2017/18: 0)			
Wages and salaries.....	0	1,623	
	0	1,623	
Other financial expenses			2
Group enterprises.....	119,136	119,653	
Other financial expenses.....	1,777	709	
	120,913	120,362	
Tax on profit/loss for the year			3
Calculated tax on taxable income of the year.....	-101,812	-118,759	
Adjustment of deferred tax.....	69,090	92,435	
	-32,722	-26,324	
Equity			4
	Share capital	Retained profit	Total
Equity at 1 May 2018.....	80,000	-1,929,840	-1,849,840
Proposed distribution of profit.....		-116,037	-116,037
Equity at 30 April 2019.....	80,000	-2,045,877	-1,965,877
Contingencies etc.			5
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 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 Supergroup Nordic and Baltics A/S, which serves as management company for the joint taxation.			
Charges and securities			6
None.			

NOTES**Note****Uncertainty with respect to going concern****7**

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 2 ApS**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.

Consolidated financial statements**8**

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 adress:

<https://corporate.superdry.com/media/2654/superdry-annual-report-web-ready.pdf>

ACCOUNTING POLICIES

The Annual Report of SD 2 ApS for 2018/19 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

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 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.

ACCOUNTING POLICIES

BALANCE SHEET

Receivables

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

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.