

Shimano Nordic Denmark ApS

Søndre Ringvej 49 C
2605 Brøndby

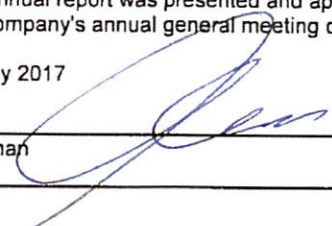
CVR no. 35 14 02 98

Annual report 2016

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

31 May 2017

chairman



Shimano Nordic Denmark ApS
Annual report 2016
CVR no. 35 14 02 98

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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 Shimano Nordic Denmark ApS for the financial year 1 January – 31 December 2016.

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 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

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

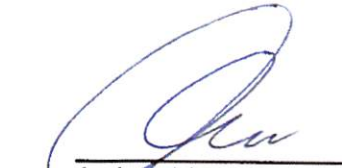
Brøndby, 31 May 2017
Executive Board:

Andrew Thomas
Cowan

Board of Directors:



Johannes Cornelis
Maria Van Rooij



Andrew Thomas
Cowan



Frank Claudius Peiffer



Independent auditor's report

To the shareholders of Shimano Nordic Denmark ApS

Opinion

We have audited the financial statements of Shimano Nordic Denmark ApS for the financial year 1 January – 31 December 2016 comprising income statement, balance sheet and notes, including accounting policies. The financial statements are 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 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016 in accordance with the Danish Financial Statements Act.

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 rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter regarding matters in the financial statements

The Company has lost its share capital. Reference is made to note 5 for a detailed description of the letter of support that the Company has received from its parent company.

Based on this, Management has chosen to present the annual report under the going concern assumption.

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.



Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made 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 company 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



Independent auditor's report

audit.

Statement on the Management's review

Management is responsible for the Management's review.

Our opinion on the financial statements does not cover the 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 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 audit, 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 Statement Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 31 May 2017

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25 57 81 98

Morten Høgh-Petersen
State Authorised
Public Accountant

Shimano Nordic Denmark ApS
Annual report 2016
CVR no. 35 14 02 98

Management's review

Company details

Shimano Nordic Denmark ApS
Søndre Ringvej 49 C
2605 Brøndby

CVR no.: 35 14 02 98
Established: 11 March 2013
Registered office: Brøndby
Financial year: 1 January – 31 December

Board of Directors

Johannes Cornelis Maria Van Rooij,
Andrew Thomas Cowan
Frank Claudius Peiffer

Executive Board

Andrew Thomas Cowan

Auditor

KPMG
Statsautoriseret Revisionspartnerselskab
Dampfærgevej 28
2100 København Ø

Annual general meeting

The annual general meeting will be held on 31 May 2017.

Handwritten signature and initials, possibly 'AC' or 'AO', located in the bottom right corner of the page.

Management's review

Operating review

Principal activities

The Company's activity comprises trade with bicycles, sports goods, etc.

Significant changes in the Company's activities and financial position

The Company has realised a profit of 317 thousand.

The Company has lost its share capital. The Company expects to be able to re-establish its capital through future positive results within a few years.

The parent company has issued a letter of support to the Company in which the parent company states that liquidity will be made available to the Company to the extent required and at least for the next 12 months.

Moreover, reference is made to note 5, in which the matter is described in further detail.

Events after the balance sheet date

No events have occurred after the balance sheet date that may significantly affect the Company's financial position at 31 December 2016.

Financial statements 1 January – 31 December

Income statement

DKK'000	Note	2016	2015
Gross profit		5,095	4,419
Staff costs	2	-4,106	-3,967
Depreciation, amortisation and impairment		-427	-453
Operating profit/loss		562	-1
Financial income		351	372
Financial expenses	3	-596	-607
Profit/Loss before tax		317	-236
Tax on profit/loss for the year		0	0
Profit for the year		317	-236
Proposed profit appropriation/distribution of loss			
Retained earnings		317	-236
		317	-236

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2016	2015
ASSETS			
Fixed assets			
Intangible assets			
Distribution rights		592	757
		592	757
Property, plant and equipment			
Fixtures and fittings, tools and equipment		429	631
		429	631
Investments			
Deposits		197	197
		197	197
Total fixed assets		1,218	1,585
Current assets			
Inventories			
Finished goods and goods for resale		248	884
		248	884
Receivables			
Trade receivables		10,886	11,151
Receivables from group entities		246	132
Other receivables		358	266
Deferred tax asset		585	585
Prepayments		17	112
		12,092	12,246
Cash at bank and in hand		2,417	2,828
Total current assets		14,757	15,958
TOTAL ASSETS		15,975	17,543

Financial statements 1 January – 31 December

Balance sheet

DKK'000	Note	2016	2015
EQUITY AND LIABILITIES			
Equity	4		
Share capital		80	80
Retained earnings		-2,040	-2,357
Total equity		<u>-1,960</u>	<u>-2,277</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Prepayments received from customers		295	0
Trade payables		27	22
Payables to group entities		14,757	16,464
Other payables		2,856	3,334
		<u>17,935</u>	<u>19,820</u>
Total liabilities other than provisions		<u>17,935</u>	<u>19,820</u>
TOTAL EQUITY AND LIABILITIES		<u>15,975</u>	<u>17,543</u>
Disclosure of material uncertainties regarding going concern	5		
Contractual obligations, contingencies, etc.	6		
Related party disclosures	7		

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Shimano Nordic Denmark ApS for 2016 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with option from higher reporting classes.

As from 1 January 2016, the Company has implemented Act no. 738 of 1 June 2015. This has entailed the following changes to recognition and measurement:

- Going forward, the residual value of intangible assets and property, plant and equipment must be reassessed on an ongoing basis. Pursuant to the transition provisions of the Act, any adjustments to residual values must be made prospectively as an accounting estimate without restatement of comparative figures and without effect on equity.

The changes have no monetary effect on the income statement or the balance sheet for 2016 or for the comparative figures.

Apart from the above, the accounting policies used in the preparation of the financial statements are consistent with those of last year.

Foreign currency translation

On initial recognition, 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 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 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.

Income statement

Revenue

Income from the sale of goods, comprising the sale of bicycles and sports goods, 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. The date of transfer of the most significant benefits and risks is determined using standard Incoterms @ 2010.

Revenue from the sale of goods where installation is a condition for significant risks being considered to have been transferred to the buyer is recognised as revenue when installation has been completed.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

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 income and expenses

Financial income and expenses comprise interest income and expense, payables and transactions denominated in foreign currencies 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 corporation tax for the year and changes in deferred tax, including changes in tax rates. 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

Intangible assets

Intangible assets comprise distribution rights.

Distribution rights are on initial recognition measured at cost.

Distribution rights are measured at cost less accumulated amortisation. Distribution rights are amortised over 7 years.

Gains and losses on the disposal of intangible assets are determined as the difference between the selling price less selling costs and the carrying amount at the date of disposal.

Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Property, plant and equipment

Fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use. Indirect production overheads and borrowing costs are not recognised in cost.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

The basis of depreciation is cost less any projected residual value after the end of the useful life. Depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Fixtures and fittings, tools and equipment	3-5 years
Vehicles	3-5 years

The useful life and residual value are reassessed annually. Changes are treated as accounting estimates, and the effect on depreciation is recognised prospectively.

Gains and losses on the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

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.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs.

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.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments and deferred income

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Equity

Dividends

The expected dividends payment for the year is disclosed as a separate item under equity.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Liabilities other than provisions

Other liabilities are measured at net realisable value.

Financial statements 1 January – 31 December

Notes

2 Staff costs

DKK'000	2016	2015
Wages and salaries	3,989	3,813
Pensions	68	260
Other social security costs	49	-106
	<u>4,106</u>	<u>3,967</u>
Average number of full-time employees	<u>9</u>	<u>8</u>

3 Financial expenses

Interest expense to group entities	65	63
Foreign exchange losses	500	530
Other interest expenses	31	14
	<u>596</u>	<u>607</u>

4 Equity

DKK'000	Share capital	Retained earnings	Total
Equity at 1 January 2016	80	-2,357	-2,277
Result for the year	<u>0</u>	<u>317</u>	<u>317</u>
Equity at 31 December 2016	<u>80</u>	<u>-2,040</u>	<u>-1,960</u>

There have been no changes in the share capital during the last five years.

5 Disclosure of material uncertainties regarding going concern

The Company has a negative equity of DKK 1,960 thousand and has lost its share Capital.

The Company expects to be able to re-establish its share capital through future positive results within a few years.

The parent company has issued a letter of support to the Company in which the parent Company states that liquidity will be made available to the Company to the extent required and at least for the next 12 months.

6 Contractual obligations, contingencies, etc.

The Company has a lease obligation with a contractual lease cost in the termination period of DKK 1,376 thousand.

Financial statements 1 January – 31 December

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7 Related party disclosures

Shimano Nordic Denmark ApS' related parties comprise the following:

Ownership

The following shareholders are registered in the Company's register of shareholders as holding a minimum of 5% of the votes or a minimum of 5% of the share capital:

Shimano Nordic Cycle AB

Consolidated financial statements

The consolidated financial statements of Shimano Nordic Cycle AB can be obtained at the following address:

Shimano Nordic Cycle AB

Box 177

751 04 Uppsala

Sweden