Anpartsselskabet af 23. januar 2014 II

c/o Unisport A/S, Bådehavnsgade 38, DK-2450 København SV

CVR no. 35 65 06 79

Annual report 2015

Approved at the Company's annual general meeting on 31/5-2016

Chairman:

....

Building a better
working world

Contents

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 Anpartsselskabet af 23. januar 2014 II for the financial year 1 January - 31 December 2015.

The annual report has been prepared in accordance with the Danish Financial Statements Act.

It is our opinion that the consolidated financial statements and the parent company financial statements give a true and fair view of the Group's and the Company's financial position at 31 December 2015 and of the results of the Group's and the Company's operations and consolidated cash flows for the financial year 1 January - 31 December 2015.

Further, in our opinion, the Management's review gives a fair review of the development in the Group's and the Company's operations and financial matters and the results of the Group's and the Company's operations and financial position.

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

Copenhagen, 27 May 2016
Executive Board:

Jess Ørgaard Libak Tropp

Board of Directors:

Michael Christiansen Chairman	Jess Ørgaard Libak Tropp	Martin Lumbye Hansen
Jakob Nordenhof Jønck	Lars Terney	

Independent auditors' report

To the shareholders of Anpartsselskabet af 23. januar 2014 II

Independent auditors' report on the consolidated financial statements and the parent company financial statements

We have audited the consolidated financial statements and the parent company financial statements of Anpartsselskabet af 23. januar 2014 II for the financial year 1 January - 31 December 2015. The consolidated financial statements and the parent company financial statements comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for the Group as well as for the parent company and consolidated cash flow statement. The consolidated financial statements and the parent company financial statements are prepared in accordance with the Danish Financial Statements Act.

Management's responsibility for the consolidated financial statements and the parent company financial statements

Management is responsible for the preparation of consolidated financial statements and parent company 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 consolidated financial statements and parent company financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on the consolidated financial statements and the parent company financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements and the parent company financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements and the parent company financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements and the parent company financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation of consolidated financial statements and parent company financial statements that give a true and fair view 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the consolidated financial statements and the parent company financial statements.

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

Our audit has not resulted in any qualification.

Opinion

In our opinion, the consolidated financial statements and the parent company financial statements give a true and fair view of the Group's and the parent company's financial position at 31 December 2015 and of the results of the Group's and the parent company's operations and consolidated cash flows for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

Independent auditors' report

To the shareholders of Anpartsselskabet af 23. januar 2014 II

Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any further procedures in addition to the audit of the consolidated financial statements and the parent company financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the consolidated financial statements and the parent company financial statements.

Copenhagen, 27 May 2016
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Henrik Kronborg Iversen State Authorised Public Accountant	Søren Christiansen State Authorised Public Accountant

Management's review

Company details

Name	Anpartsselskabet af 23. januar 2014 II
Address, zip code, city	c/o Unisport A/S, DK-2450 København SV
CVR no.	35 65 06 79
Established	29 January 2014
Registered office	Copenhagen
Financial year	1 January - 31 December
Board of Directors	Michael Christiansen, Chairman Jess Ørgaard Libak Tropp Martin Lumbye Hansen Jakob Nordenhof Jønck Lars Terney
Executive Board	Jess Ørgaard Libak Tropp
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Osvald Helmuths Vej 4, P.O. Box 250, DK-2000 Frederiksberg

Management's review

Financial highlights for the Group

	2015	2014*
Key figures (DKK'000)		
Gross profit	46,054	-6
Operating profit/loss before depreciation and amortisation (EBITDA)	13,621	-6
Operating profit/loss	-3,585	-6
Profit/loss from financial income and expense	-3,121	0
Profit/loss for the year	-7,842	-6
Total assets	266,397	50
Investment in property, plant and equipment	6,574	0
Equity	186,398	44
Cash flows from operating activities	13,345	0
Cash flows from investing activities	-174,091	0
Cash flows from financing activities	181,313	50
Total cash flows	20,567	50
Financial ratios (%)		
Solvency ratio	70	88
Return on equity	-8.4	-
FTE (employees)	89	0

** Comparative figures for 2014 only include the parent company as the Group is established in 2015.*

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015". For terms and definitions, please see the accounting policies.

Management's review

Operating review

Primary activities
The primary activity of Anpartsselskabet af 23. januar 2014 II is trade of football equipment from leading brands and clubs, mainly through the internet (e-commerce) in the subsidiary, Unisport A/S.

Unusual conditions
The Group has not been influenced by unusual conditions in the financial year.

Development in activities and finances

At 19 January 2015, Anpartsselskabet af 23. januar 2014 II acquired the shares in Unisport A/S.

The revenue was positively impacted by high growth from sales and marketing activities that has led to a net increase in number of customers.

A significant part of the revenue is generated in SEK and NOK. The exchange rate for SEK and NOK has developed negatively during the year. Revenue and profits are negatively affected by the development in exchange rates.

Gross profit for 2015 amounts to DKK 46.1 million.

The Group´s loss after tax amount to DKK 7.8 million, which is considered satisfactory given the above mentioned conditions.

Outlook
The Group expects to grow revenue as well as profits in 2016.

Events after the balance sheet date

No events have occurred after the balance sheet date to this date which would significantly influence the evaluation of this annual report.

Currency risks
The Group´s revenue is generated in DKK, SEK, NOK and EUR. Purchases and other costs are primarily made in DKK.

According to an approved risk policy, the currency risk is not hedged.

Research- and development activities
A substantial part of the business IT-system is developed and managed internally.

Branches abroad
The Group has a registered branch in Sweden without permanent establishment.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Income statement

Note	DKK'000	Consolidated 2015	Consolidated 29/1-31/12 2014	Parent company 2015	Parent company 29/1-31/12 2014
	Gross profit	46,054	-6	-252	-6
2	Staff costs	-32,433	0	0	0
	Depreciation	-675	0	0	0
	Amortisation	-16,531	0	0	0
	Operating profit/loss	-3,585	-6	-252	-6
7	Share of profit/loss in subsidiaries after tax	0	0	-5,505	0
3	Financial expenses	-3,121	0	-2,683	0
	Profit/loss before tax	-6,706	-6	-8,440	-6
4	Tax on profit/loss for the year	-1,136	0	598	0
	Profit/loss for the year	-7,842	-6	-7,842	-6

Proposed profit appropriation/distribution of profit/loss

	Parent company 2015	Parent company 29/1-31/12 2014
Retained earnings	-7,842	-6
Profit/loss for the year	-7,842	-6

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Balance sheet

		Consolidated		Parent company	
Note	DKK'000	2015	2014	2015	2014
	ASSETS				
	Non-current assets				
5	**Intangible assets**				
	Goodwill	187,647	0	0	0
	Brand value	6,125	0	0	0
	Customer rights	4,792	0	0	0
	Development costs	1,109	0	0	0
		199,673	0	0	0
6	**Property, plant and equipment**				
	Plant and equipment	848			
	Leasehold improvements	6,256	0	0	0
		7,104	0	0	0
	Other non-current assets				
	Deposits	1,855		0	0
7	Investments in subsidiaries	0	0	208,736	0
		1,855	0	208,736	0
	Total non-current assets	208,632	0	208,736	0
	Current assets				
	Inventories				
	Finished goods and goods for resale	31,605	0	0	0
		31,605	0	0	0
	Receivables				
	Trade receivables	4,908	0	0	0
	Amounts owed by subsidiaries	0	0	15,097	0
	Other receivables	216	0	117	0
	Corporation tax	0	0	598	0
	Prepayments	419	0	0	0
		5,543	0	15,812	0
	Cash at bank and in hand	20,617	50	4,570	50
	Total current assets	57,765	50	20,382	50
	TOTAL ASSETS	266,397	50	229,118	50

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Balance sheet

		Consolidated		Parent company	
Note	DKK'000	2015	2014	2015	2014
	EQUITY AND LIABILITIES				
	Equity				
8	Share capital	19,287	50	19,287	50
	Retained earnings	167,111	-6	167,111	-6
	Total equity	186,398	44	186,398	44
	Provisions				
9	Deferred tax	5,941	0	0	0
	Total provisions	5,941	0	0	0
	Liabilities				
10	**Non-current liabilities**				
	Other payables	42,683	0	42,683	0
		42,683	0	42,683	0
	Current liabilities				
	Prepayments from customers	1,206	0	0	0
	Trade payables	8,632	6	37	6
	Corporation tax	2,657	0	0	0
	Other payables	12,913	0	0	0
	Deferred income	5,967	0	0	0
		31,375	6	37	6
	Total liabilities	74,058	6	42,720	6
	TOTAL EQUITY AND LIABILITIES	266,397	50	229,118	50

11 Mortgages and collateral
12 Contractual obligations and contingencies, etc.
13 Related party disclosures

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK'000	Consolidated		
	Share capital	Retained earnings	Total
Equity at 29 January 2014	50	0	50
Transferred, see profit appropriation/distribution of loss	0	-6	-6
Equity at 1 January 2015	50	-6	44
Capital increase	19,237	173,136	192,373
Issue of warrants	0	1,823	1,823
Transferred, see profit appropriation/distribution of loss	0	-7,842	-7,842
Equity at 31 December 2015	19,287	167,111	186,398

DKK'000	Parent company		
	Share capital	Retained earnings	Total
Equity at 29 January 2014	50	0	0
Transferred, see profit appropriation/distribution of loss	0	-6	-6
Equity at 1 January 2015	50	-6	44
Capital increase	19,237	173,136	192,373
Issue of warrants	0	1,823	1,823
Transferred, see profit appropriation/distribution of loss	0	-7,842	-7,842
Equity at 31 December 2015	19,287	167,111	186,398

Costs related to capital increases in 2015 amount to DKK 200 thousand.

Consolidated financial statements and parent company financial statements for the period 1 January – 31 December

Cash flow statement

DKK'000	Note	Consolidated 2015	Consolidated 29/1-31/12 2014
Profit/loss for the year		-7,842	-6
Depreciation and amortisation		17,206	0
Other adjustments of non-cash operating items etc.	16	4,257	0
Cash generated from operations (operating activities) before changes in working capital		13,621	-6
Changes in working capital	17	3,355	6
Cash generated from operations		16,976	0
Interest paid		-438	0
Corporation tax paid		-3,193	0
Cash flows from operating activities		13,345	0
Acquisition of other intangible assets	7	-550	0
Acquisition of property, plant and equipment	8	-6,574	0
Acquisition of other non-current assets		-1,060	0
Acquisition of subsidiaries and activities		-165,907	0
Cash flows from investing activities		-174,091	0
External financing:			
Repayment of long-term debt		-12,883	0
Capital increase / establishment		192,372	50
Proceeds from issue of warrants		1,824	0
Cash flows from financing activities		181,313	50
Net cash flows from operating, investing and financing activities		20,567	50
Cash and cash equivalents at 1 January 2015 / 19 January 2014		50	0
Cash and cash equivalents at 31 December		20,617	50

The cash flow statement cannot be directly derived from the other components of the consolidated financial statements and the parent company financial statements.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Anpartsselskabet af 23. januar 2014 II for 2015 has been prepared in accordance with the provisions applying to reporting class C medium enterprises under the Danish Financial Statements Act.

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

Consolidated financial statements

The consolidated financial statements comprise the parent company, Anpartsselskabet af 23. januar 2014 II, and subsidiaries in which Anpartsselskabet af 23. januar 2014 II directly or indirectly holds more than 50% of the voting rights or which it, in some other way, controls.

On consolidation, intra-group income and expenses, shareholdings, intra-group balances and dividends, and realised and unrealised gains and losses on intra-group transactions are eliminated.

Investments in subsidiaries are set off against the proportionate share of the subsidiaries' fair value of net assets or liabilities at the acquisition date.

Business combinations

Enterprises acquired or formed during the year are recognised in the consolidated financial statements from the date of acquisition or formation. Enterprises disposed of are recognised in the consolidated income statement until the date of disposal. The comparative figures are not adjusted for acquisitions or disposals.

Gains and losses on disposal of subsidiaries and associates are stated as the difference between the sales amount and the carrying amount of net assets at the date of disposal plus non-amortised goodwill and anticipated disposal costs.

Acquisitions of enterprises are accounted for using the acquisition method, according to which the identifiable assets and liabilities acquired are measured at their fair values at the date of acquisition. Provision is made for costs related to adopted and announced plans to restructure the acquired enterprise in connection with the acquisition. The tax effect of the restatement of assets and liabilities is taken into account.

Any excess of the cost over the fair value of the identifiable assets and liabilities acquired (goodwill), including restructuring provisions, is recognised as intangible assets and amortised on a systematic basis in the income statement based on an individual assessment of the useful life of the asset, not exceeding 15 years. Any excess of the fair values of the identifiable assets and liabilities acquired over the cost of the acquisition (negative goodwill), representing an anticipated adverse development in the acquired enterprises, is recognised in the balance sheet as deferred income and recognised in the

Income statement as the adverse development is realised. Negative goodwill not related to any anticipated adverse development is recognised in the balance sheet at an amount corresponding to the fair value of non-monetary assets. The amount is subsequently recognised in the income statement over the average useful lives of the non-monetary assets.

Goodwill and negative goodwill from acquired enterprises can be adjusted until the end of the year following the year of acquisition.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

1 **Accounting policies (continued)**

Intra-group business combinations

In connection with business combinations such as acquisition and disposal of equity investments, mergers, demergers, addition of assets and exchange of shares, etc., involving enterprises controlled by the parent company, the uniting-of-interests method is used. Differences between the agreed consideration and the carrying amount of the acquired enterprise are recognised in equity. Moreover, comparative figures for previous financial years are restated.

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 at the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and 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.

Income statement

Gross Profit

Revenue, cost of goods sold and other external costs are presented in gross profit in accordance with §32 in the Danish Financial Statement Act.

Revenue

Revenue from the sale of goods for resale is recognised in the income statement provided that transfer of risk to the buyer has taken place before year end and that the income can be reliably measured and is expected to be received.

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

Cost of goods sold

Cost of goods sold includes the cost of goods used in generating the year's revenue.

Cost of goods sold is recognised after deduction of supplier discounts and bonuses.

Other external costs

Other external costs comprise administrative expenses and other costs for operations and maintenance.

Staff costs

Staff costs comprise wages, salaries, pensions and other staff costs.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Profits/losses from investments in subsidiaries

The proportionate share of the results after tax of the individual subsidiaries is recognised in the income statement of the parent company after full elimination of intra-group profits/losses.

Financial income and expenses

Financial income and expenses comprise interest income and expense, gains and losses on 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

The parent company is covered by the Danish rules on compulsory joint taxation of the Anpartsselskabet af 23. januar 2014 II Group's subsidiaries. Subsidiaries form part of the joint taxation from the date on which they are included in the consolidation of the consolidated financial statements and up to the date on which they exit the consolidation.

The parent company is the administrative company for the joint taxation and consequently settles all corporation tax payments with the tax authorities.

The current Danish corporation tax is allocated by settlement of joint taxation contribution between the jointly taxed companies in proportion to their taxable income. In this relation, companies with tax loss carryforwards receive joint taxation contribution from companies that have used these losses to reduce their own taxable profits.

Tax for the year comprises current tax, joint taxation contributions for the year and changes in deferred tax for the year - due to changes in the tax rate. 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

Goodwill

Goodwill is amortised over its estimated useful life determined on the basis of Management's experience of the specific business areas. Goodwill is amortised on a straight-line basis over a period of 15 years, longest for strategically acquired enterprises.

The amortisation period is 15 years as the business strategy and earning potential is considered long-term.

Brand value

Brand value is measured at cost less accumulated depreciation and impairment losses.

Brand value is amortised on a straight-line basis over a period of 5 years.

Customer rights

Customer rights are measured at cost less accumulated depreciation and impairment losses.

Customer rights are amortised on a straight-line basis over a period of 3 years.

Development costs

Development costs comprise costs, salaries and amortisation directly or indirectly attributable to the Company's development activities.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

1 **Accounting policies (continued)**

Development costs that are recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

Following the completion of the development work, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is 3 years.

Property, plant and equipment

Plant and equipment and leasehold improvements 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 when the asset is available for use.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets. The expected useful lives are as follows:

Plant and equipment	3-5 years
Leasehold improvements	3-5 years

Gains and losses on the disposal of property, plant and equipment 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 external income and other external costs.

Investments in subsidiaries

Investments in subsidiaries are measured under the equity method.

Investments in subsidiaries are measured at the proportionate share of the enterprises' net asset values calculated in accordance with the Group's accounting policies minus or plus unrealised intra-group profits and losses and plus or minus any residual value of positive or negative goodwill determined in accordance with the acquisition method.

Net revaluation of investments in subsidiaries is recognised in the reserve for net revaluation in equity under the equity method to the extent that the carrying amount exceeds cost. Dividends from subsidiaries which are expected to be adopted before the approval of the annual report of Anpartsselskabet af 23. januar 2014 II are not recognised in the reserve for net revaluation.

On acquisition of subsidiaries, the acquisition method is applied, see Consolidated financial statements above.

Impairment of non-current assets

The carrying amount of intangible assets and property, plant and equipment as well as investments in subsidiaries is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

The recoverable amount is the higher of an asset's net selling price and its value in use. The value in use is determined as the present value of the expected net cash flows from the use of the asset or the group of assets and expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Inventories

Inventories are measured at the lower of cost, measured by reference to the FIFO method, and net realisable value.

Goods for resale are measured at cost, which comprises the cost of acquisition plus delivery costs as well as other costs directly attributable to the acquisition.

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

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, a write-down is made based on an individual assessment.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of the expected cash flows.

Prepayments

Prepayments comprise costs incurred concerning subsequent financial years.

Equity

Reserve for net revaluation according to the equity method

Net revaluation of investments in subsidiaries is recognised at cost in the reserve for net revaluation according to the equity method.

The reserve may be eliminated in case of losses, realisation of investments or a change in accounting estimates.

The reserve cannot be recognised at a negative amount.

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

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.

Joint taxation contribution payable and receivable is recognised in the balance sheet as "Corporation tax payable" or "Corporation tax receivable".

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. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where different tax rules can be applied to determine the tax base, deferred tax is measured based on Management's planned use of the asset or settlement of the liability, respectively.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

1 **Accounting policies (continued)**

Deferred tax assets, including the tax value of tax loss carry forwards, are recognised at the expected value of their utilisation; 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 and jurisdiction.

Adjustment is made to deferred tax resulting from elimination of unrealised intra-group profits and losses.

Deferred tax is measured in accordance with the tax rules and at the tax rate applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Prepayments from customers

Prepayments from customers comprise liabilities regarding issued gift vouchers, recognised at the date of issue.

Prepayments from customers are measured at amortised cost.

Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Deferred income

Deferred income comprises payments received concerning income in subsequent years.

Cash flow statement

The cash flow statement shows the Group's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Group's cash and cash equivalents at the beginning and end of the year.

The cash flow effect of acquisitions and disposals of enterprises is shown separately in cash flows from investing activities. Cash flows from acquisitions of enterprises are recognised in the cash flow statement from the date of acquisition. Cash flows from disposals of enterprises are recognised up until the date of disposal.

Cash flows from operating activities

Cash flows from operating activities are calculated as the Group's share of the profit/loss adjusted for non-cash operating items, changes in working capital and corporation tax paid.

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of enterprises and activities and of intangible assets, property, plant and equipment and investments.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Group's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt and payment of dividends to shareholders.

Consolidated financial statements and parent company financial statements for the period 1 January – 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and at hand.

Financial ratios

Financial ratios are calculated in accordance with the Danish Finance Society's guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015".

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Solvency ratio $\dfrac{\text{Equity at year end x 100}}{\text{Total equity and liabilities at year end}}$

Return on equity $\dfrac{\text{Profit/loss for the year x 100}}{\text{Average equity}}$

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

		Consolidated		Parent company	
	DKK'000	2015	29/1-31/12 2014	2015	29/1-31/12 2014
2	**Staff costs and incentive programmes**				
	Wages and salaries	29,682	0	0	0
	Other social security costs	643	0	0	0
	Other personnel costs	2,108	0	0	0
		32,433	0	0	0
	FTE (employees)	89	0	0	0

Remuneration to the Executive Board amounts to DKK 0. Remuneration of the Board of directors amount to DKK 150 thousand.

Incentive programmes

Anpartsselskabet af 23. januar 2014 II has established a share-based incentive programme in the form of a warrant program for senior executives. The warrants are acquired at the fair value at the grant date.

The proceeds from issue of warrants regarding 2,188,251 shares amount to DKK 1,824 thousand.

At 31 December 2015 a total number of outstanding warrants amount to 2,188,251. The warrants give right to acquire 2,188,251 shares of DKK 1 each.

		Consolidated		Parent company	
	DKK'000	2015	29/1-31/12 2014	2015	29/1-31/12 2014
3	**Financial expenses**				
	Amortisation of financing costs	113	0	0	0
	Foreign currency adjustments	102	0	0	0
	Other interest expenses	2,906	0	2,683	0
		3,121	0	2,683	0
4	**Tax on the profit/loss for the year**				
	Current tax for the year	2,657	0	-598	0
	Adjustment of deferred tax	-1,521	0	0	0
		1,136	0	-598	0

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

5 Intangible assets

	Consolidated				
DKK'000	Goodwill	Brand value	Customer rights	Development costs	Total
Cost at 1 January 2015	0	0	0	0	0
Additions on acquisition of subsidiaries	200,244	7,500	6,900	1,010	215,654
Additions	0	0	0	550	550
Cost at 31 December 2015	200,244	7,500	6,900	1,560	216,204
Impairment losses and amortisation at 1 January 2015	0	0	0	0	0
Amortisation	12,597	1,375	2,108	451	16,531
Impairment losses and amortisation at 31 December 2015	12,597	1,375	2,108	451	16,531
Carrying amount at 31 December 2015	187,647	6,125	4,792	1,109	199,673
Amortised over	15 years	5 years	3 years	3 years	

6 Property, plant and equipment

	Consolidated		
DKK'000	Plant and equipment	Leasehold improvements	Total
Cost at 1 January 2015	0	0	0
Additions on acquisition of subsidiaries	823	382	1,205
Additions	317	6,257	6,574
Cost at 31 December 2015	1,140	6,639	7,779
Impairment losses and depreciation at 1 January 2015	0	0	0
Depreciation	446	229	675
Transferred from other accounts	-154	154	0
Impairment losses and depreciation at 31 December 2015	292	383	675
Carrying amount at 31 December 2015	848	6,256	7,104
Depreciated over	3-5 years	3-5 years	

Consolidated financial statements and parent company financial statements for the period 1 January – 31 December

Notes to the financial statements

DKK'000	Parent company 2015	Parent company 2014
7 Investments in subsidiaries		
Cost at the beginning of the period	0	0
Additions	214,241	0
Cost at 31 December	214,241	0
Value adjustments at the beginning of the period	0	0
Profit/loss for the year	-5,505	0
Value adjustments at 31 December	-5,505	0
Carrying amount at 31 December	208,736	0

Name	Registered office	Voting rights and ownership
Unisport A/S	Copenhagen	100%

In the carrying amount at 31 December 2015, goodwill and other intangible assets amount to DKK 174.8 million.

8 Share capital

The share capital of total DKK 19,287,324 comprises:

729,417 A shares of DKK 1 each
6,033,250 B1 shares of DKK 1 each
12,524,657 B2 shares of DKK 1 each

The voting right of B2 shares is restricted to matters protecting the interests of minority shareholders. Consequently, B1 shares and A shares represent 96.22% and 3.78% of the votes, respectively.

Changes in share capital since the establishment can be specified as follows:

DKK'000	2015	2014
Balance at the beginning of the period	50	50
Capital increase	19,237	0
	19,287	50

DKK'000	Consolidated 2015	Consolidated 2014	Parent company 2015	Parent company 2014
9 Deferred tax				
Deferred tax assets at the beginning of the period	0	0	0	0
Addition on acquisition of subsidiaries	7,462	0	0	0
Adjustment of deferred tax	-1,521	0	0	0
Deferred tax at 31 December	5,941	0	0	0
Deferred tax assets relates to:				
Intangible assets	6,995	0	0	0
Property, plant and equipment	259	0	0	0
Deferred income	-1,313	0	0	0
	5,941	0	0	0

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

10 **Non-current liabilities**

Other payables relate to the acquisition of Unisport A/S and are falling due more than 5 years from the balance sheet date.

11 **Mortgages and collateral**

As collateral for the Group's bank credit facility, the Group has provided floating charge of DKK 15 million in the Group's receivables, inventories and non-current assets.

12 **Contractual obligations and contingencies, etc.**

Contingent assets and liabilities

The parent company is jointly taxed with the subsidiary. The companies included in the joint taxation have joint and several unlimited liability for Danish corporation taxes. At 31 December 2015, the net taxes payable to the Danish Central Tax Administration by the companies included in the joint taxation amounted to DKK 2,657 thousand. Any subsequent corrections of the taxable income subject to joint taxation may entail that the companies' liability will increase.

Operating lease obligations

The Group has entered into operating leases with a total obligation of DKK 3,897 thousand at 31 December 2015 of which DKK 2,839 thousand is due within a year.

13 **Related party disclosures**

Anpartsselskabet af 23. januar 2014 II's related parties comprise the following:

Parties exercising control

Nordic Capital Fund VII, England, which controls the Company.

Other related parties

The member of the Executive Board and the members of the Board of Directors.

The subsidiary, Unisport A/S.

Ownership

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

Nordic Capital Fund VII, England.

Consolidated financial statements and parent company financial statements for the period 1 January - 31 December

Notes to the financial statements

	DKK'000	Consolidated 2015	Consolidated 29/1-31/12 2014
14	**Other adjustments of non-cash operations items etc.**		
	Financial expenses	3,121	0
	Tax on profit/loss for the year	1,136	0
		4,257	0
15	**Changes in working capital**		
	Change in inventories	-4,426	0
	Change in receivables	842	0
	Change in trade and other payables	6,939	6
		3,355	6
16	**Acquisition of subsidiaries**		
	Intangible assets	38,546	0
	Property, plant and equipment	1,205	0
	Financial assets	795	
	Inventories	27,179	0
	Receivables	6,386	0
	Cash	8,334	0
	Bank loans and overdrafts	-12,883	0
	Deferred tax	-7,462	0
	Trade payables	-7,861	0
	Other payables	-17,106	0
		37,133	0
	Goodwill	177,108	
	Cost of acquisition	214,241	0
	Amounts owed to former owners	-40,000	0
	Cash	-8,334	0
	Cost of acquisition paid in cash	165,907	0