

ECCO Shops Vestdanmark A/S

Industrivej 5, 6261 Bredebro

CVR no. 36 56 28 46



Annual report 2016

Approved at the annual general meeting of shareholders on 31 May 2017

Chairman:

.....
Anne Mølgaard Jensen



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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of ECCO Shops Vestdanmark A/S for the financial year 1 January - 31 December 2016.

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

In our opinion, the financial statements give a true and fair view of the financial position of the Company 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.

Bredbro, 31 May 2017
Executive Board:

.....
Claus Frisenberg Pedersen

Board of Directors:

.....
Peter Schøtt Knudsen
Chairman

.....
Claus Frisenberg Pedersen

.....
Henrik Frisenberg

Independent auditor's report

To the shareholder of ECCO Shops Vestdanmark A/S

Opinion

We have audited the financial statements of ECCO Shops Vestdanmark A/S for the financial year 1 January - 31 December 2016, which comprise an income statement, balance sheet, statement of changes in equity 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 financial position of the Company 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.

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 audit of the financial statements

Our objectives are to obtain reasonable assurance about 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 applicable in Denmark will always detect a material misstatement when it exists. Misstatements can 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 taken on the basis of the 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 skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the 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.

Independent auditor's report

- ▶ 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 conclusion is 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 note 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 audit.

Statement on 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 our procedures, 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.

Aarhus, 31 May 2017
Ernst & Young
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Jens Weiersøe Jakobsen
State Authorised Public Accountant



Management's review

Company details

Name	ECCO Shops Vestdanmark A/S
Address, Postal code, City	Industrivej 5, 6261 Bredebro
CVR no.	36 56 28 46
Registered office	Tønder
Financial year	1 January - 31 December
Telephone	+45 74 91 16 25
Board of Directors	Peter Schøtt Knudsen, Chairman Claus Frisenberg Pedersen Henrik Frisenberg
Executive Board	Claus Frisenberg Pedersen
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Værkmestergade 25, P.O. Box 330, 8100 Aarhus C, Denmark



Management's review

Management commentary

Business review

The purpose of the Company is to own and operate ECCO Shops west of Storebælt, and other activities related thereto.

Financial review

The income statement for 2016 shows a loss of DKK 1,759,932 against DKK -544,001 last year, and the balance sheet at 31 December 2016 shows equity of DKK 696,067. Management considers the Company's financial performance in the year satisfactory considering it is still in the start-up phase building up new stores.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year-end.

Outlook

The Company expects an improved result for 2017.

Financial statements for the period 1 January - 31 December

Income statement

Note	DKK	2016 12 months	2015 10 months
	Gross margin	3,334,991	1,308,418
2	Staff costs	-4,980,158	-1,819,073
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-512,132	-151,875
	Profit/loss before net financials	-2,157,299	-662,530
	Financial income	24,678	8,716
	Financial expenses	-98,470	-43,587
	Profit/loss before tax	-2,231,091	-697,401
	Tax for the year	471,159	153,400
	Profit/loss for the year	-1,759,932	-544,001
	Recommended appropriation of profit/loss		
	Retained earnings/accumulated loss	-1,759,932	-544,001
		-1,759,932	-544,001

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	2016	2015
	ASSETS		
	Fixed assets		
3	Intangible assets		
	Software	146,795	140,844
	Goodwill	209,321	261,198
		<u>356,116</u>	<u>402,042</u>
4	Property, plant and equipment		
	Leasehold improvements	2,000,338	1,672,075
		<u>2,000,338</u>	<u>1,672,075</u>
	Investments		
	Deposits	1,165,885	749,635
		<u>1,165,885</u>	<u>749,635</u>
	Total fixed assets	<u>3,522,339</u>	<u>2,823,752</u>
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	7,997,132	4,001,747
		<u>7,997,132</u>	<u>4,001,747</u>
	Receivables		
	Trade receivables	32,615	72,588
	Receivables from group entities	199,832	0
	Deferred tax assets	0	153,400
	Income taxes receivable	464,670	0
	Other receivables	464,428	1,110,825
		<u>1,161,545</u>	<u>1,336,813</u>
	Cash	<u>2,987,905</u>	<u>1,161,865</u>
	Total non-fixed assets	<u>12,146,582</u>	<u>6,500,425</u>
	TOTAL ASSETS	<u>15,668,921</u>	<u>9,324,177</u>

Financial statements for the period 1 January - 31 December

Balance sheet

Note	DKK	<u>2016</u>	<u>2015</u>
	EQUITY AND LIABILITIES		
	Equity		
5	Share capital	500,000	500,000
	Retained earnings	196,067	-544,001
	Total equity	<u>696,067</u>	<u>-44,001</u>
	Provisions		
	Deferred tax	87,900	0
	Total provisions	<u>87,900</u>	<u>0</u>
	Liabilities		
	Current liabilities		
	Bank debt	33,793	0
	Trade payables	127,085	73,799
	Payables to group entities	13,657,736	8,802,743
	Other payables	1,066,340	491,636
		<u>14,884,954</u>	<u>9,368,178</u>
	Total liabilities other than provisions	<u>14,884,954</u>	<u>9,368,178</u>
	TOTAL EQUITY AND LIABILITIES	<u>15,668,921</u>	<u>9,324,177</u>

- 1 Accounting policies
- 6 Contractual obligations and contingencies, etc.
- 7 Collateral
- 8 Related parties

Financial statements for the period 1 January - 31 December

Statement of changes in equity

DKK	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total</u>
Equity at 1 January 2016	500,000	-544,001	-44,001
Capital increase	0	2,500,000	2,500,000
Transfer through appropriation of loss	0	-1,759,932	-1,759,932
Equity at 31 December 2016	500,000	196,067	696,067

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of ECCO Shops Vestdanmark A/S for 2016 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

Changes to presentation and disclosures only

Effective 1 January 2016, the Company has implemented act no. 738 of 1 June 2015 with amendments to the Danish Financial Statements Act. As the implementation of the amendment act has no impact in terms of value on the income statement or the balance sheet in the financial year, nor on the comparative figures, the financial statements have been prepared based on the same accounting policies as last year.

The amendment act has solely implied new or changed presentation and disclosure requirements, which have been incorporated in the financial statements.

Income statement

Revenue

Income from the sale of goods for resale and finished goods is recognised in revenue when transfer of the most significant rewards and risks to the buyer has taken place and provided that the income can be reliably measured and payment is expected to be received.

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

Gross margin

The items revenue, change in inventories of finished goods and work in progress, work performed for own account and capitalised, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains or losses on the sale of fixed assets.

Cost of sales

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

External expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Amortisation/depreciation

The item comprises amortisation/depreciation of intangible assets and property, plant and equipment.

The basis of amortisation, which is calculated as cost less any residual value, is amortised on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

Goodwill	5 years
Software	3 years
Leasehold improvements	5 years

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Net financials include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other subsidiaries. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Intangible assets

Goodwill is amortised over the expected economic life of the asset, measured by reference to Management's experience in the individual business segments. Goodwill is amortised on a straight-line basis over the amortisation period, which is 5 years.

Other intangible assets include development projects and other acquired intangible rights, including software licences, distribution rights and development projects.

Other intangible assets are measured at cost less accumulated amortisation and impairment losses.

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Impairment of fixed assets

Intangible assets, property, plant and equipment and investments in subsidiaries and associates are subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation. Impairment tests are conducted in respect of individual assets or groups of assets generating separate cash flows when there is indications of impairment. The assets are written down to the higher of the value in use and net realisable value (recoverable amount) of the asset or group of assets if this is lower than the carrying amount.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

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

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

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

Prepayments

Prepayments recognised under "Assets" comprise prepaid expenses regarding subsequent financial reporting years.

Liabilities

Other liabilities are measured at net realisable value.

Financial statements for the period 1 January - 31 December

Notes to the financial statements

DKK	2016 12 months	2015 10 months	
2 Staff costs			
Wages/salaries	4,650,947	1,695,322	
Pensions	329,211	114,875	
Other social security costs	0	8,876	
	<u>4,980,158</u>	<u>1,819,073</u>	
 Average number of full-time employees	 <u>14</u>	 <u>5</u>	
 3 Intangible assets			
DKK	<u>Software</u>	<u>Goodwill</u>	<u>Total</u>
Cost at 1 January 2016	153,648	290,220	443,868
Additions in the year	68,600	0	68,600
Cost at 31 December 2016	<u>222,248</u>	<u>290,220</u>	<u>512,468</u>
Impairment losses and amortisation at 1 January 2016	12,804	29,022	41,826
Amortisation/depreciation in the year	62,649	51,877	114,526
Impairment losses and amortisation at 31 December 2016	<u>75,453</u>	<u>80,899</u>	<u>156,352</u>
Carrying amount at 31 December 2016	<u>146,795</u>	<u>209,321</u>	<u>356,116</u>
 4 Property, plant and equipment			
DKK		<u>Leasehold improvements</u>	
Cost at 1 January 2016		1,782,124	
Additions in the year		912,249	
Disposals in the year		-186,380	
Cost at 31 December 2016		<u>2,507,993</u>	
Impairment losses and depreciation at 1 January 2016		110,049	
Amortisation/depreciation in the year		410,031	
Reversal of amortisation/depreciation and impairment of disposals		-12,425	
Impairment losses and depreciation at 31 December 2016		<u>507,655</u>	
Carrying amount at 31 December 2016		<u>2,000,338</u>	

Financial statements for the period 1 January - 31 December

Notes to the financial statements

DKK	<u>2016</u>	<u>2015</u>
5 Share capital		
Analysis of the share capital:		
500 shares of DKK 1,000.00 nominal value each	<u>500,000</u>	<u>500,000</u>
	<u>500,000</u>	<u>500,000</u>

6 Contractual obligations and contingencies, etc.

Other financial obligations

Rent and lease liabilities include a rent obligation totalling DKK 2,915 thousand in interminable rent agreements with remaining contract terms of 0-4 years.

7 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2016.

8 Related parties

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
ECCO Sko A/S	Bredebro	www.cvr.dk

Related party transactions

All transactions with related parties has been carried out at arm's length.

Ownership

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

<u>Name</u>	<u>Domicile</u>
Ecco EMEA B.V.	Hoogoorddreef 15, 6-e verdiep. 1101 BA Amsterdam Zuidoost, 1100AL Amsterdam