

Daisy 2015 Management ApS

Hammerensgade 1, st.tv
1267 Copenhagen K
Central Business Registration No
36924691

Annual report 2016/17

The Annual General Meeting adopted the annual report on 30.11.2017

Chairman of the General Meeting

Name: Louise Quorning

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Entity details

Entity

Daisy 2015 Management ApS
Hammerensgade 1, st.tv
1267 Copenhagen K

Central Business Registration No: 36924691
Registered in: Copenhagen
Financial year: 01.07.2016 - 30.06.2017

Board of Directors

Lloyd Anthony Campbell, Chairman
Gareth Ridgwell Whiley
Mark Piasecki
Sune Bjerregaard
Louise Bechmann

Executive Board

Sune Bjerregaard
Louise Bechmann

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab
Weidekampsgade 6
Postboks 1600
0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Daisy 2015 Management ApS for the financial year 01.07.2016 - 30.06.2017.

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 Entity's financial position at 30.06.2017 and of the results of its operations for the financial year 01.07.2016 - 30.06.2017.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 30.11.2017

Executive Board

Sune Bjerregaard

Louise Bechmann

Board of Directors

Lloyd Anthony Campbell
Chairman

Gareth Ridgwell Whiley

Mark Piasecki

Sune Bjerregaard

Louise Bechmann

Independent auditor's report

To the shareholder of Daisy 2015 Management ApS

Opinion

We have audited the financial statements of Daisy 2015 Management ApS for the financial year 01.07.2016 - 30.06.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 30.06.2017 and of the results of its operations for the financial year 01.07.2016 - 30.06.2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 these financial statements.

Independent auditor's report

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 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 the management commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Independent auditor's report

Moreover, it is our responsibility to consider whether the management commentary provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the management commentary is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the management commentary.

Violation of criminal law as well as tax, duty and subsidy legislation

During the financial year, the Company has omitted to declare VAT in due time which is in violation with the Danish VAT Act and by which Management may be held liable.

Copenhagen, 30.11.2017

Deloitte

Statsautoriseret Revisionspartnerselskab
Central Business Registration No: 33963556

Bjørn Winkler Jakobsen
State Authorised Public Accountant

Sune Baadsager Holm
State Authorised Public Accountant

Management commentary

Primary activities

The primary activity of the Company is to operate as a management company for the Masai group and to own shares in related companies.

Development in activities and finances

Loss for the year amounts to DKK 44,293 thousand.

Events after the balance sheet date

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

Income statement for 2016/17

	<u>Notes</u>	<u>2016/17</u> <u>DKK'000</u>	<u>2015/16</u> <u>DKK'000</u>
Gross profit		12.958	(11.895)
Staff costs	1	(12.352)	(12.228)
Depreciation, amortisation and impairment losses	2	<u>(102)</u>	<u>(112)</u>
Operating profit/loss		504	(24.235)
Income from investments in group enterprises		0	30.153
Other financial income from group enterprises		1.669	1.940
Other financial income		116	0
Financial expenses from group enterprises		(51.259)	(46.204)
Other financial expenses		<u>(157)</u>	<u>(402)</u>
Profit/loss before tax		(49.127)	(38.748)
Tax on profit/loss for the year	3	<u>4.834</u>	<u>4.956</u>
Profit/loss for the year		<u>(44.293)</u>	<u>(33.792)</u>
Proposed distribution of profit/loss			
Retained earnings		<u>(44.293)</u>	<u>(33.792)</u>
		<u>(44.293)</u>	<u>(33.792)</u>

Balance sheet at 30.06.2017

	<u>Notes</u>	<u>2016/17 DKK'000</u>	<u>2015/16 DKK'000</u>
Other fixtures and fittings, tools and equipment		288	446
Property, plant and equipment	4	288	446
Investments in group enterprises		739.876	739.876
Fixed asset investments	5	739.876	739.876
Fixed assets		740.164	740.322
Receivables from group enterprises		14.118	27.846
Other receivables		1	252
Income tax receivable		9.790	4.956
Prepayments		19	42
Receivables		23.928	33.096
Cash		866	16.693
Current assets		24.794	49.789
Assets		764.958	790.111

Balance sheet at 30.06.2017

	<u>Notes</u>	<u>2016/17 DKK'000</u>	<u>2015/16 DKK'000</u>
Contributed capital		1.000	1.000
Retained earnings		133.795	178.088
Equity		<u>134.795</u>	<u>179.088</u>
Payables to group enterprises		625.573	605.945
Other payables		4.590	5.078
Current liabilities other than provisions		<u>630.163</u>	<u>611.023</u>
Liabilities other than provisions		<u>630.163</u>	<u>611.023</u>
Equity and liabilities		<u>764.958</u>	<u>790.111</u>
Contingent liabilities	6		
Group relations	7		

Statement of changes in equity for 2016/17

	Contributed capital DKK'000	Retained earnings DKK'000	Total DKK'000
Equity beginning of year	1.000	119.152	120.152
Corrections of errors	0	58.936	58.936
Adjusted equity, beginning of year	1.000	178.088	179.088
Profit/loss for the year	0	(44.293)	(44.293)
Equity end of year	1.000	133.795	134.795

Notes

	2016/17	2015/16
	DKK'000	DKK'000
1. Staff costs		
Wages and salaries	11.633	11.577
Pension costs	677	615
Other social security costs	42	36
	12.352	12.228
Average number of employees	6	6
	2016/17	2015/16
	DKK'000	DKK'000
2. Depreciation, amortisation and impairment losses		
Depreciation of property, plant and equipment	102	112
	102	112
	2016/17	2015/16
	DKK'000	DKK'000
3. Tax on profit/loss for the year		
Tax on current year taxable income	(4.834)	(4.956)
	(4.834)	(4.956)
		Other fixtures and fittings, tools and equipment DKK'000
4. Property, plant and equipment		
Cost beginning of year		558
Disposals		(76)
Cost end of year		482
Depreciation and impairment losses beginning of the year		(112)
Depreciation for the year		(102)
Reversal regarding disposals		20
Depreciation and impairment losses end of the year		(194)
Carrying amount end of year		288

Notes

	Investments in group enterprises DKK'000
5. Fixed asset investments	
Cost beginning of year	739.876
Cost end of year	739.876
Carrying amount end of year	739.876

	Registered in	Corpo- rate form	Equity inte- rest %	Equity DKK'000	Profit/loss DKK'000
Investments in group enterprises comprise:					
Masai Clothing Company ApS	Copenhagen, Denmark	ApS	100,0	140.588	78.838
Masai Clothing Company Norge AS	Oslo, Norway	AS	100,0	19.707	10.677

6. Contingent liabilities

The Entity serves as an administration company in a Danish joint taxation arrangement. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from financial year 2015/16 for income taxes etc for the jointly taxed entities, and from 1 July 2015 also for obligation, if any, relating to the withholding of tax on interest, royalties and dividends for these entities.

7. Group relations

Name and registered office of the Parent preparing consolidated financial statements for the largest group:

- Daisy 2015 TopCo Limited, London, United Kingdom

Name and registered office of the Parent preparing consolidated financial statements for the smallest group:

- Daisy 2015 HoldCo Limited, London, United Kingdom

Accounting policies

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises with addition of certain provisions for reporting class C.

The accounting policies applied to these financial statements are consistent with those applied last year.

Consolidated financial statements

Referring to section 110 of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

Material errors in previous years

When presenting the annual report for 2015/16 the Company stated a material error, as described below, which effected the annual report for 2015/16:

- In FY 2015/16, the Company amortised its intangible assets that are included in the value of investments which is not in accordance with the accounting policies applied. The effect of the stated error is recognised directly on equity at the beginning of the comparative year and the comparative figures for 2015/16 have been adjusted. This adjustment provides that both equity and investments in group enterprises are positively affected by DKK 58,936 thousand at 1 July 2016, whereas results for 2015/16 are also affected by DKK 58,936 thousand after tax.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, other operating income, and external expenses.

Accounting policies

Revenue

Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Other external expenses

Other external expenses include expenses relating to the Entity's ordinary activities, including expenses for premises, stationery and office supplies, marketing costs, etc. This item also includes writedowns of receivables recognised in current assets.

Staff costs

Staff costs comprise salaries and wages as well as social security contributions, pension contributions, etc for entity staff.

Depreciation, amortisation and impairment losses

Amortisation, depreciation and impairment losses relating to property, plant and equipment comprise amortisation, depreciation and impairment losses for the financial year, calculated on the basis of the residual values and useful lives of the individual assets and impairment testing as well as gains and losses from the sale of property, plant and equipment.

Income from investments in group enterprises

Income from investments in group enterprises comprises dividend etc received from the individual group enterprises in the financial year.

Other financial income from group enterprises

Other financial income from group enterprises comprises interest income etc on receivables from group enterprises.

Other financial income

Other financial income comprises dividends etc received on other investments, interest income, including interest income on receivables from group enterprises, net capital gains on securities, payables and transactions in foreign currencies, amortisation of financial assets as well as tax relief under the Danish Tax Prepayment Scheme etc.

Financial expenses from group enterprises

Financial expenses from group enterprises comprise interest expenses etc from payables to group enterprises.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, net capital losses on securities, payables and transactions in foreign currencies, amortisation of financial liabilities as well as tax surcharge under the Danish Tax Prepayment Scheme etc.

Accounting policies

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

The Entity is jointly taxed with all subsidiaries. The current Danish income tax is allocated among the jointly taxed entities proportionally to their taxable income (full allocation with a refund concerning tax losses).

Balance sheet

Property, plant and equipment

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

Cost comprises the acquisition price, costs directly attributable to the acquisition and preparation costs of the asset until the time when it is ready to be put into operation.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment	3-5 years
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Estimated useful lives and residual values are reassessed annually.

Items of property, plant and equipment are written down to the lower of recoverable amount and carrying amount.

Investments in group enterprises

Investments in group enterprises are measured at cost and are written down to the lower of recoverable amount and carrying amount.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less writedowns for bad and doubtful debts.

Income tax payable or receivable

Current tax payable or receivable is recognised in the balance sheet, stated as tax computed on this year's taxable income, adjusted for prepaid tax.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Accounting policies

Operating leases

Lease payments on operating leases are recognised on a straight-line basis in the income statement over the term of the lease.

Other financial liabilities

Other financial liabilities are measured at amortised cost, which usually corresponds to nominal value.