

Layout Holdco A/S

Mørupvej 16
DK-7400 Herning

CVR no. 37 75 99 53

Annual Report for 2020/21

**The Annual Report was presented and adopted
at the Annual General Meeting of the Company on:
13-10-2021**

Chairman

Jens Chr. Hesse Rasmussen

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Key Figures

	2020/21	2019/20	2018/19	2017/18	2016/17 (10 mth)
Financial Highlights in DKK million for the Group					
Income Statement					
Revenue	1.211	1.187	1.310	1.264	1.028
Contribution margin	666	602	648	633	450
Earnings before interest, taxes, depreciation and amortization	254	110	158	143	72
Net financials	(161)	(139)	(127)	(130)	(111)
Profit/loss before tax	11	(104)	(11)	(28)	(77)
Profit/loss for the year	(24)	(113)	(35)	(46)	(92)
Balance Sheet					
Non-current assets	1.579	1.681	1.533	1.536	1.545
Current assets	603	463	509	432	468
Balance sheet total	2.181	2.144	2.042	1.968	2.013
Equity	(293)	(271)	(164)	(131)	(80)
Interest bearing debt	1.743	1.735	1.656	1.589	1.580
Cash Flows					
Operating activities	280	119	142	88	50
Investing activities	(4)	(29)	(35)	(36)	(1.341)
Hereof acquisition of tangible assets	(5)	(11)	(16)	(21)	(8)
Financing activities	(165)	(77)	(44)	(115)	1.473
Employees					
Average number of employees	473	491	539	539	533
Key Ratios					
Operating margin (EBIT%)*	14%	3%	9%	8%	3%
Cash flows before financing activity as a % of revenue*	23%	8%	8%	4%	143%
Equity ratio*	-13%	-13%	-8%	-7%	-4%

**The financial ratios are defined as*

Operating margin (EBIT%) = EBIT/Revenue

Cash flows before financing activity as a % of revenue = Cash flow before financing activities/Revenue

Equity ratio (%) = Equity/Balance sheet total

The financial highlights are affected by the implementation of IFRS 16 Leases as of 1 May 2019. Comparison figures for 2018/19, 2017/18 and 2016/17 have not been restated due to the use of the modified retrospective approach.

Company Information

Company

Layout Holdco A/S
Mørupvej 16
DK-7400 Herning
Central Business Registration no. 37 75 99 53

Board of Directors

Sanna Mari Suvanto-Harsaae, Chairman
Boris Tobias Kawohl, Deputy chairman
Justin Laurens Pabst
Anders Christer Moberg

Executive Board

Mikael Kruse Jensen, Chief Executive Officer
Darren Brian Bett

Auditors

PricewaterhouseCoopers
Statsautoriseret Revisionspartnerselskab
Nobelparken
Jens Chr. Skous Vej 1
DK-8000 Aarhus

Management's Review

Main activities

Layout Holdco A/S group is a truly global brand and an international furniture franchise chain in the 'affordable premium' segment. The furniture and accessories collection is sold through 295 brand stores in 65 countries with BoConcept as franchisor, designer, business developer, exclusive supplier and international distributor.

Highlights from the 2020/21 financial year

Development and results for the year

In the 2020/21 financial year, Layout Holdco A/S realised a consolidated net revenue of DKK 1,211 million (2019/20: DKK 1,187 million). A 2% year on year increase. However, this growth does not capture what was an impressive year from a retail sales perspective. Consumer sales across the store network grew by 24%, despite various COVID related store restrictions.

A gross profit of 55% was realised (2019/20: 51%). This gain in margin was driven by a combination of mix effects, cost of goods improvements, sales price increases, higher volumes driving efficiencies through the production facilities and better stock control.

EBITDA in 2020/21 was DKK 254 million (2019/20: DKK 110 million). A notable year on year improvement. The last months of 2019/20 were heavily impacted by strong and unexpected COVID restrictions. BoConcept adjusted to the new situation, which drove material improvements in 2020/21. Margin control, cost base efficiencies and to a lesser extent, topline growth, being the main explanations for this improvement.

After taxes of DKK 35 million, the result for the year was DKK -24 million (2019/20: DKK -113 million).

BoConcept is a strong cash generating business and generated a positive cash flow of DKK 276 million (2019/20: DKK 90 million) before financing activities, once again showing the structurally high cash conversion created by the business model.

Expectations

2020/21 delivered stronger numbers than the COVID hit budget projected. The business adapted rapidly to the changed environment. The global nature of the network has proven to protect the business, meaning regional shutdowns did not impact the result as much as they might have hit a less geographically diversified company.

Whilst company revenues increased a moderate 2% on 2019/20, consumer sales increased by 24%. The business will enter the new financial year with a strong order book and 22 newly opened stores.

In some regions stores remain closed, but the business has adapted to COVID friendly ways of selling with more focused online marketing campaigns to better drive brand awareness and various omnichannel selling tools.

At the present time, the franchise network is healthy. But there remains uncertainty in a post COVID world around how consumers will use their disposable income and how world macro events will impact the sector. Management will continue to monitor developments closely. Therefore, despite many positive changes to the operating model and a further year of learnings, there remains a level of uncertainty regarding the outlook for the coming year. Management does however expect further growth in revenue and new stores in the coming 12 months. The new B2B partnership with Haworth will further strengthen the company presence in the B2B channel and is expected to contribute to the growth ambitions.

Strong revenue growth is expected in the first two quarters of 2021/22. The second half of the year has naturally more uncertainty and the business will trade against strong Like for Like consumer sales numbers last year. Consumer sales are therefore expected to continue growing, but at a slower rate. Full year revenue growth is expected to be up to around 10%. New store openings globally continue to support the growth and remain a priority for the company. The pipeline for new store openings remains strong. Cost of sales pressure will mean that sales price increases will need to be made, to preserve current margin levels. EBITDA is expected to grow at a rate similar to revenues.

Report on the Gender Distribution in Management, cf. Section 99 b of the Danish Financial Statements Act

At present, 1 out of 4 general assembly elected members of the Board of Directors is a woman. The company has therefore obtained equal distribution on gender and hence no new target figure has been set.

At other management levels, it is the company's objective to ensure a gender distribution that is representative for the BoConcept A/S group's organisation.

Activities for increasing the underrepresented gender include having both genders invited to job interviews, wherever possible. We encourage current employees to seek management positions within the company on an ongoing basis.

At present, the underrepresented gender share is 33% in other management compared to 38% in the total organisation. This compares to an underrepresented gender share in other management of 33% and 42% in the total organisation last year. We acknowledge that women currently are underrepresented in the other management segment and we are working on a more equal distribution of gender.

Corporate social responsibility

BoConcept became a signatory to the UN Global Compact in 2009, so the group's CSR policy, which forms the framework for the group's initiatives and priorities in this area, is based on the ten principles of the Global Compact in the areas of human rights, labor, environment, and anti-corruption. The business has also embarked on updating its CSR strategy. Taking its responsibilities very seriously, looking to strengthen its position on selected initiatives as reducing the negative climate impact, focus on sustainability as a part of our product development process and an increased awareness of consumers CSR focal points. These initiatives are each clearly linked to the United Nations Sustainable Development Goals (SDG's) and therefore measurable following the standard SBTi SME (science base targeting, small medium enterprises).

For a detailed review of BoConcept's operational initiatives with respect to corporate social responsibility in the 2020/21 financial year and an introduction to initiatives, objectives and expectations for the future, please see the progress report BoConcept submitted to the UN Global Compact. BoConcept is including the progress report in its corporate social responsibility statement; as specified in section 99 a of the Danish Financial Statements Act. The progress report is available from the company's website at <https://www.boconcept.com/da-dk/aboutboconcept/corporate-responsibility> and is part of and covers the same period as BoConcept's 2020/21 annual report.

Management's Statement

The Board of Directors and Executive Board have today considered and adopted the Annual Report of Layout Holdco A/S for the financial year 1 May 2020 – 30 April 2021.

The Annual Report has been prepared in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

In our opinion, the Consolidated Financial Statements and the Parent Company Financial Statements give a true and fair view of the financial position at 30 April 2021 of the Group and the Parent Company and of the results of the Group and Parent Company operations and the Group cash flows for 2020/21.

In our opinion, Management's Review includes a true and fair account of the development in the operations and financial circumstances of the Group and the Parent Company, of the results for the year and of the financial position of the Group and the Parent Company as well as a description of the most significant risks and elements of uncertainty facing the Group and the Parent Company.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Herning, 6 July 2021

Executive Board

Mikael Kruse Jensen
CEO

Darren Brian Bett

Board of Directors

Sanna Mari Suvanto-Harsaae
Chairman

Boris Tobias Kawohl
Deputy chairman

Justin Laurens Pabst

Anders Christer Moberg

Independent Auditor's Report

To the Shareholders of Layout Holdco A/S

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 30 April 2021 and of the results of the Group's and the Parent Company's operations and consolidated cash flows for the financial year 1 May 2020 – 30 April 2021 in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

We have audited the Consolidated Financial Statements and the Parent Company Financial Statements of Layout Holdco A/S for the financial year 1 May 2020 – 30 April 2021, which comprise income statement and statement of comprehensive income, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies, for both the Group and the Parent Company, as well as cash flow statement for the Group ("financial statements").

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

Statement on Management's Review

Management is responsible for Management's Review.

Our opinion on the financial statements does not cover 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 Management's Review and, in doing so, consider whether 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 Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, in our view, Management's Review is in accordance with the Consolidated Financial Statements and the Parent Company Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement in Management's Review.

Management's Responsibilities for the Financial Statement

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 International Financial Reporting Standards as adopted by the EU and further requirements in 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 Group's and the Parent 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 Group or the Parent 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 these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgment 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 Group's and the Parent 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 Group's and the Parent 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 Group and the Parent 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Aarhus, 6 July 2021

PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

CVR no. 33 77 12 31

Claus Lindholm Jacobsen
State Authorised Public Accountant
mne23328

Claus Lyngsø Sørensen
State Authorised Public Accountant
mne34539

Consolidated Statement of Profit and Loss Group

	Note	2020/21 kDKK	2019/20 kDKK
Revenue	3	1.211.176	1.187.090
Cost of goods sold	4	(545.305)	(585.587)
Contribution margin		665.871	601.503
Transportation expenses		(72.598)	(67.787)
Employee related cost	4	(235.079)	(239.117)
Marketing expenses		(55.650)	(45.278)
Rent and maintenance expenses		(22.711)	(29.962)
IT and Consultancy expenses	5	(68.461)	(70.616)
Others		42.653	(38.313)
Operating profit (EBITDA)		254.025	110.430
Amortisation, depreciation, write-downs and impairment losses	6	(82.136)	(75.115)
Profit/loss from operating activities (EBIT)		171.889	35.315
Financial income	8	4.048	16.220
Financial expenses	9	(165.103)	(155.308)
Profit/loss before tax		10.834	(103.773)
Tax on profit/loss for the year	10	(34.996)	(8.786)
Profit/loss for the year		(24.162)	(112.559)
Profit/loss for the year is attributable to:			
Shareholders of Layout Holdco A/S		(24.162)	(112.559)

Consolidated Statement of Comprehensive Income

	2020/21 kDKK	2019/20 kDKK
Profit/loss for for the year	(24.162)	(112.559)
Revaluation of hedging instruments before tax	4.333	1.737
Foreign currency translation, foreign units	(4.965)	4.112
Tax on total income items	(953)	(382)
Total comprehensive income for the year	(25.747)	(107.092)
Broken down as follows:		
Shareholders of Layout Holdco A/S	(25.747)	(107.092)

Consolidated Balance Sheet Group

		30.04.2021	30.04.2020
	Note	kDKK	kDKK
Goodwill		533.533	533.939
Master rights		36.600	36.600
Franchise network		140.263	154.003
Brand and concept		571.000	571.000
Software		44.739	49.859
Intangible assets in progress		1.584	7.530
Total intangible assets	11	1.327.719	1.352.931
Right-of-use assets	12	103.696	165.855
Land and buildings		84.628	90.463
Leasehold improvements		14.307	22.130
Plant and machinery		10.245	11.000
Fixtures and operating equipment		8.458	3.834
Property, plant and equipment in progress		3.625	3.765
Total tangible assets	13	224.959	297.047
Deferred tax	14	4.491	5.477
Other financial assets	15	21.366	25.832
Total other non-current assets		25.857	31.309
Total non-current assets		1.578.535	1.681.287
Inventories	16	140.082	153.250
Trade receivables	17	111.352	82.140
Other receivables	18	45.753	32.860
Cash and cash equivalents		305.680	194.522
Total current assets		602.867	462.772
Total assets		2.181.402	2.144.059

Consolidated Balance Sheet Group

	Note	30.04.2021 kDKK	30.04.2020 kDKK
Share capital	19	1.545	1.189
Premium by emission		3.208	0
Translation reserve		(1.382)	3.583
Hedging reserve		28	(2.256)
Retained earnings		(296.245)	(273.177)
Equity share, Layout Holdco A/S shareholders		(292.846)	(270.661)
Total equity		(292.846)	(270.661)
Lease liabilities	12	67.107	129.049
Deferred tax	14	185.214	187.542
Other provisions	20	7.495	9.536
Convertible loans	21	40.347	43.911
Shareholder loans	22	1.496.190	1.358.517
Mortgage credit institutions and banks	23, 28	242.649	288.246
Total non-current liabilities		2.039.002	2.016.801
Lease liabilities	12	40.142	38.356
Mortgage credit institutions and banks	23, 28	4.111	88.693
Trade payables		149.832	70.941
Prepayment from customers		71.746	43.622
Income tax payables	24	35.233	13.406
Other payables		134.182	142.901
Total current liabilities		435.246	397.919
Total liabilities		2.474.248	2.414.720
Total equity and liabilities		2.181.402	2.144.059

Consolidated Statement of Changes in Equity Group

	Share capital	Premium by emission	Hedging reserve	Translation reserve	Retained earnings	Total
	kDKK	kDKK	kDKK	kDKK	kDKK	kDKK
Equity at 30.04.2019	1.189	0	(3.611)	(529)	(160.618)	(163.569)
Profit/loss for the year	0	0	0	0	(112.559)	(112.559)
Reserve for exchange rate adjustments	0	0	0	4.112	0	4.112
Revaluation of hedging instruments	0	0	1.355	0	0	1.355
Dividend proposed	0	0	0	0	0	0
Equity at 30.04.2020	1.189	0	(2.256)	3.583	(273.177)	(270.661)
Profit/loss for the year	0	0	0	0	(24.162)	(24.162)
Reserve for exchange rate adjustments	0	0	0	(4.965)	0	(4.965)
Revaluation of hedging instruments	0	0	3.378	0	0	3.378
Emmission by loan conversion	356	3.208	0	0	0	3.564
Adjustments	0	0	(1.094)	0	1.094	0
Equity at 30.04.2021	1.545	3.208	28	(1.382)	(296.245)	(292.846)

Consolidated Cash Flow Statement Group

	Note	2020/21 kDKK	2019/20 kDKK
Profit/loss from operating activities (EBIT)		171.889	35.315
Adjustments for non-cash items	26	65.699	83.475
Changes in working capital	27	69.360	36.818
Cash flow from operating activities before financial items		306.948	155.608
Interest income etc.		4.048	10.451
Interest paid		(16.108)	(19.820)
Income taxes paid		(14.512)	(26.974)
Net cash flow from operating activities		280.376	119.265
Acquisition of intangible assets		(2.603)	(18.173)
Acquisition of tangible assets		(4.713)	(11.498)
Sale of tangible assets		2.901	875
Net cash flow from investing activities		(4.415)	(28.796)
Cash flow before financing activities		275.961	90.469
Increase in and instalments on mortgage credit institutions and banks		(130.178)	53.284
Increase in and instalments on shareholder loan		0	(100.000)
Addition/disposals, financial assets		4.466	6.171
Repayment of leasing debt		(39.091)	(36.530)
Cash flow from financing activities		(164.803)	(77.075)
Cash inflow/outflow for the year		111.158	13.394
Cash and cash equivalents, beginning of the year		194.522	181.128
Cash and cash equivalents at end of the year		305.680	194.522
The amount may be broken down as follows:			
Cash without restrictions		305.680	194.522

Notes Group

1. Accounting policies
2. Critical accounting estimates and judgements
3. Revenue
4. Costs
5. Fee to auditors appointed at the annual General Meeting
6. Amortisation, depreciation, write-downs and impairment losses
7. Development costs
8. Financial income
9. Financial expenses
10. Tax on profit/loss for the year
11. Intangible assets
12. Leases
13. Tangible assets
14. Deferred tax
15. Other financial assets and deposits
16. Inventories
17. Trade receivables
18. Other receivables
19. Share capital
20. Other provisions
21. Convertible loans
22. Shareholder loan
23. Amounts owed to credit institutions
24. Income tax payable
25. Contingent liabilities and security
26. Adjustment for non-cash items
27. Changes in working capital
28. Financial risk management
29. Transactions with related parties

Notes

Group

1. Accounting policies

The consolidated financial statements for the period 1 May 2020 to 30 April 2021 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU. Further, the annual report has been prepared in accordance with the additional Danish disclosure requirements for annual reports.

Accounting policies are unchanged from last year.

The annual report is presented in DKK 000, which is the functional and presentation currency of the company.

Consolidated financial statements and business combinations

The consolidated financial statements include the parent, Layout Holdco A/S, as well as subsidiaries and enterprises in which Layout Holdco A/S holds more than 50 per cent of the votes, directly or indirectly, or in any other way exercises a controlling influence (subsidiaries). Layout Holdco A/S and the subsidiaries are collectively referred to as the group.

The consolidated financial statements have been prepared as a consolidation of the parent company's and the individual subsidiaries' financial statements by consolidating accounting items of a similar nature and subsequently eliminating intra-group income and expenses, shareholdings, intra-group accounts and dividends as well as unrealised gains and losses on transactions between the consolidated enterprises. The consolidated financial statements have been prepared in compliance with the accounting policies applicable to the Layout Holdco group.

In the consolidated financial statements the accounting items of the subsidiaries are recognised in full.

Acquisition and disposal of entities

Accounting policies

When accounting for business combinations, the acquisition method is applied in accordance with IFRS 3.

Acquirees are recognized in the consolidated financial statements from the date of acquisition. The date of acquisition is the date on which Layout Holdco obtains control of the company.

The consideration transferred as payment for the acquiree consists of the fair value of assets transferred, liabilities incurred to former owners of the acquiree and equity instruments issued. Contingent considerations dependent on future events or the performance of contractual obligations are also recognized at fair value and form part of the total consideration transferred. Fair value changes in contingent considerations are recognised in the income statement until final settlement.

Identifiable assets, liabilities and contingent liabilities of the acquiree are measured at fair value at the date of acquisition by applying relevant valuation methods. Identifiable intangibles are recognised if they are separable or arise from a contractual right. Deferred tax is recognised for identifiable tax benefits existing at the date of acquisition.

The excess of the total consideration transferred, value of non-controlling interests and the fair value of any equity investments previously held in the acquiree over the total identifiable net assets measured at fair value are recognized as goodwill.

If measurement of the identifiable net assets is uncertain at the date of acquisition, initial recognition is done based on provisional amounts. Measurement period adjustments to the provisional amounts may be done for up to 12 months following the date of acquisition. The effects of cross-period measurement period adjustments are recognised in equity at the beginning of the financial year, and comparative figures are restated. After the end of the period, goodwill is no longer adjusted.

Transaction costs inherent from the acquisition are recognized in the income statement when incurred.

Other than cross-period measurement period adjustments, comparative figures are not adjusted when acquiring or disposing entities.

Notes

Group

Foreign currency translation

The group fixes a functional currency for each of the reporting enterprises. The functional currency is the currency which is applied in the primary economic environment in which the individual reporting unit operates. Transactions denominated in currencies other than the functional currency are foreign currency transactions.

On initial recognition, transactions denominated in foreign currencies are translated to the functional currency at the exchange rates prevailing at the transaction date. Any exchange differences between the rate prevailing at the transaction date and the rate prevailing at the date of settlement on receivables, payables and other monetary items are taken to the income statement as financial items.

Receivables, debts and other monetary items in foreign currencies are converted at the exchange rate prevailing at the balance sheet date. The difference between the rate prevailing at the balance sheet date and the rate prevailing at the time when the receivable or payable item arose is included in the income statement under financial income and expenses.

On recognition in the consolidated financial statements of enterprises with a functional currency other than Danish kroner the income statements of such enterprises are translated to the rate prevailing at the transaction date, and the balance sheet items are translated to the rate prevailing at the balance sheet date. An average exchange rate for the month is used as the exchange rate at the transaction date to the extent that this does not significantly distort the presentation of the underlying transactions. Foreign exchange differences arising on translation of the opening balance of the equity of such enterprises at the exchange rates prevailing at the balance sheet date and on translation of the income statements from the exchange rates at the transaction date to the exchange rates at the balance sheet date are recognised in other comprehensive income and classified in equity under a separate translation reserve.

Derivative financial instruments

Derivative financial instruments are initially and subsequently recognised at fair value in the balance sheet. Positive and negative fair values of derivative financial instruments are included in other receivables and payables, respectively, and set-off of positive and negative values is only made when the company has the right and the intention to settle several financial instruments net. Fair values of derivative financial instruments are calculated on the basis of current market data and generally accepted valuation methods.

Changes in the portion of the fair value of derivative financial instruments designated as and qualifying as a cash flow hedge are recognised in other comprehensive income and classified under a separate hedging reserve in equity. Once the hedged transaction is realised, gains or losses incidental to such hedging transactions are transferred from the equity and recognised with the hedged item.

INCOME STATEMENT

Revenue

The group manufactures and sells a range of furniture to a number of franchisees. Sales are recognised when control of the products has transferred, being when the products are delivered to the franchisee, the franchisee has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the franchisee's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the franchisee, and either the franchisee has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the group has objective evidence that all criteria for acceptance have been satisfied.

The furniture is sometimes sold with retrospective volume discounts based on aggregate sales over a 12 months period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with standard credit terms, which are consistent with market practice.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Cost of goods sold

Cost of goods sold include cost related to the production and purchasing of materials and direct salaries paid to generate revenue for the year.

Employee related cost

Employee related cost include indirect salaries and personnel related cost.

Marketing

Marketing expenses includes cost related to marketing campaigns.

Transportation

Transportation cost includes cost related to distribute goods related to generating revenue for the year.

Depreciations

Depreciations is related to amortization and depreciations of intangible and tangible assets for the year.

Notes

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Rent and Maintenance

Rent and maintenance cost include cost related to rental of stores and offices and maintenance of production facilities and buildings.

IT and Consultancy

IT and Consultancy cost include cost related to IT equipment and communication, consultancy, audit, legal advisory and insurances.

Others

Others is cost that is not included in the above.

Financial income and expenses

Financial income and expenses include interest income and expenses, exchange adjustments relating to securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities and surcharges and allowances under the advance-payment-of-tax scheme etc.

Furthermore, realised and unrealised gains and losses relating to derivative financial instruments which do not qualify as hedging contracts are also recognised.

Tax on profit for the year

Tax for the year, which comprises current income taxes, the joint taxation contribution for the year relating to the use or refund of tax losses and changes in deferred tax for the year, for instance as a result of changes in the tax rate, is recognised in the income statement with the proportion attributable to the profit for the year and is recognised directly in other comprehensive income and equity respectively as regards the portion attributable to amount included in other comprehensive income or items under the equity.

The current Danish income tax is allocated among the jointly taxed companies in the form of settlement of joint tax contributions in proportion to their taxable income. In this connection Danish companies with tax losses receive joint tax contributions from companies that have been able to utilise these losses to reduce their own taxable profits.

BALANCE SHEET

Intangible assets

Goodwill

Goodwill is initially recognised in the balance sheet at cost as described under 'The Consolidated Financial Statements and Business Combinations'. Subsequently goodwill is measured at cost less accumulated impairment losses. Goodwill is not amortised.

The carrying amount of goodwill is allocated to the group's cash-generating units at the acquisition date. The identification of cash-generating units is based on management structure and internal financial control. Management estimates that the smallest cash-generating units to which the carrying amount of goodwill can be allocated is the collective group of subsidiaries.

At least once a year the carrying amount of goodwill is tested for impairment together with the other non-current assets in the cash-generating unit to which goodwill is allocated and written down to the recoverable amount over the income statement if the carrying amount is higher. The recoverable amount is computed as the present value of the expected future net cash flows from the enterprise or activity (cash-generating unit) to which goodwill is allocated.

Master rights

Master rights acquired to run and start up new BoConcept Brand Stores on a specific market are recognised in the balance sheet.

Master rights are of indefinite duration as it is a general access to run and start up BoConcept Brand Stores on specific markets. The characteristics of the acquired rights are in fact comparable to goodwill.

Master rights are measured at cost. No amortisation is made in respect of these as their useful lives cannot be determined, but they are subject to an annual impairment test.

Brand and concept

BoConcept is an international franchise concept owner with a full product range of furniture and accessories. BoConcept is positioned in the 'affordable premium' segment, which entails strong reliance on its brand/concept image.

The rights are of indefinite duration, and the characteristics of the acquired rights are in fact comparable to goodwill.

Brand and concept are measured at cost. No amortisation is made in respect of these as their useful lives cannot be determined, but they are subject to an annual impairment test.

Franchise network

Furniture and accessories collections are sold through the BoConcept franchise chain worldwide. Layout Holdco A/S and the franchisee have a long-term contractual agreement. Franchise network is amortised over 15 years.

Notes Group

Development costs

The company conducts no research. New products and product innovations are developed in consultation with external consultants. Development costs are not included in the balance sheet, since these cannot be stated dependably, in addition to which these are often related to product replacements.

Software

Software is acquired externally and is measured at cost less accumulated amortisation. Software is written down to the recoverable amount or to the carrying amount, whichever is the lower. Amortisation is charged over three to eight years.

Tangible assets

Land and buildings, plant and machinery and fixtures and fittings, other plant and equipment are measured at cost less accumulated depreciation and impairment losses.

The cost comprises the cost of acquisition as well as costs directly attributable to the acquisition until such time when the asset is put into service.

The cost of assets held under finance leases is stated at the lower of the fair value of the assets and the present value of the future minimum lease payments. For the calculation of the present value, the interest rate implicit in the lease or an approximation thereof is used as the discount rate.

Subsequent costs, e.g. in connection with replacement of components of property, plant and equipment, are recognised in the carrying amount of the asset if it is probable that the costs will result in future economic benefits for the group. The replaced components are removed from the balance sheet and recognised as an expense in the income statement. All costs incurred for ordinary repairs and maintenance are recognised in the income statement as incurred.

Depreciation is provided on a straight-line basis over the expected useful lives of the assets, applying the following useful lives:

Buildings	10-25 years
Plant and machinery	5-9 years
Fixtures and fittings, other plant and equipment	3-7 years
Leasehold improvements	3-10 years

Land is not depreciated.

Depreciation is calculated on the basis of the residual value less impairment losses. The residual value is determined at the acquisition date and reassessed annually. If the residual value exceeds the carrying amount, depreciation is discontinued. When changing the depreciation period or the residual value, the effect on the depreciation is recognised prospectively as a change in accounting estimates.

Depreciation is recognised in the income statement on a separate line.

Leases

The right-of-use asset and corresponding lease liability will be recognised at the commencement date, i.e. the date the underlying asset is available for use. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise that option.

Right-of-use assets are measured at cost corresponding to the lease liability recognised, adjusted for any lease incentives received, initial direct costs and estimated restoration costs. Depreciations are done following the straight-line method over the lease term or the useful life of the right-of-use assets, whichever is shortest.

The lease liabilities are measured at the present value of lease payments to be made over the lease term. The lease payments are discounted using the incremental borrowing rate. The lease payments include fixed payments and variable lease payments that depend on an index or a rate, less any lease incentives receivable. If the contract holds an option to purchase, extend or terminate a lease and it is reasonably certain to be exercised by Layout Holdco A/S, the lease payments will include those. The variable lease payments that do not depend on an index or a rate are recognised as expense in the period on which the event or condition that triggers the payment occurs.

The discount rate used for assessment of the leasing payments in accordance with IFRS 16 has been set by obtaining a market evaluation of the interest rate on which BoConcept would have been able to obtain financing should we have bought the assets instead of leasing. Thus the interest rate used for discounting the leasing payments shall be seen as the market rate at the relevant time.

For all classes of assets, non-lease components, i.e. service elements, will be separated from the lease components and thereby not form part of the right-of-use asset and financial lease liability recognised in the balance sheet.

Right-of-use assets have the following lease terms:

Buildings	1-15 years.
Vehicles	1-5 years.
Other assets	1-4 years.

Notes

Group

Impairment of non-current assets

Goodwill, master rights and brand and concept are subject to annual impairment tests, or where there seems to be a need for testing, initially before the end of the acquisition year.

The carrying amounts of goodwill, master rights and brand and concept are subject to an impairment test together with the other non-current assets in the cash-generating unit to which goodwill, master rights and brand and concept have been allocated, and the said assets are written down to the recoverable amount via the income statement if this is lower than the carrying amount. The recoverable amount is generally computed as the present value of the expected future net cash flows from the enterprise or activity (cash-generating unit) to which goodwill or the master rights are allocated.

An impairment loss is recognised if the carrying amount of an asset or a cash-generating unit, respectively, exceeds the recoverable amount of the asset or the cash-generating unit. Impairment losses are recognised in the income statement under production costs, distribution costs and administrative expenses respectively.

Impairment of goodwill is not reversed. Impairment of other assets is only reversed in connection with changes in the assumptions and estimates underlying the impairment calculation. Impairment is only reversed to the extent that the asset's new carrying amount does not exceed the carrying amount of the asset after amortisation had the asset not been impaired.

Other financial assets

Securities are recognised at fair value.

Inventories

Inventories are measured at cost according to the FIFO method. Where the net realisable value is lower than the cost, the item is written down to the former lower value.

The cost of goods for resale, raw materials and consumables includes the purchase price and delivery costs.

The cost of finished goods and work in progress comprises the cost of raw materials, consumables, direct wages and production overheads. Production overheads include indirect materials and wages as well as maintenance and depreciation of the machinery, plant and equipment applied in the production process as well as the cost of factory administration and management.

The net realisable value of inventories is calculated as the selling price 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.

Receivables

Receivables are measured at amortised cost price, which is equal to the nominal value less loss allowance. The Group applies the IFRS 9 simplified approach to measuring the expected credit losses.

Receivables are initially recognised at fair value and subsequently measured at amortised cost less write-down for losses. Provisions for losses are made by applying the expected loss impairment model and provisions are made based on an objective indicator if an individual receivable or a portfolio of receivables are impaired.

Prepayments

Prepayments measured at cost price and recognised under assets include costs paid relating to subsequent financial years.

EQUITY

Dividend

The dividend proposed is recognised as a liability at the time of approval by the general meeting. Dividend which is expected to be distributed for the year is shown as a separate item under the equity. Interim dividend is recognised as a liability at the date when the decision to pay interim dividend is made.

Translation reserve

The translation reserve in the consolidated financial statements comprises foreign exchange differences arising on translation of financial statements of foreign enterprises from their functional currencies to the presentation currency of the Layout Holdco group (Danish kroner). On full or partial realisation of the net investment the foreign exchange adjustments are recognised in the income statement.

Hedging transaction reserve

Hedging instruments are recognised at fair value, and fair value adjustments are effected in the equity for unsettled instruments.

Notes

Group

LIABILITIES

Income taxes and deferred tax

In pursuance of the joint taxation provisions Layout Holdco A/S in its capacity of administration company takes over the liability for the income taxes of the subsidiaries vis-à-vis the tax authorities as the subsidiaries make their joint tax contributions.

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 according to the balance sheet liability method of all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill.

In cases where the tax base may be measured according to alternative tax regulations, deferred tax is measured on the basis of the use of the asset or liability planned by the management.

Deferred tax assets are subject to an annual impairment test and are amortised if it is deemed probable that the deferred tax asset cannot be eliminated against tax on future earnings or offset against deferred tax liabilities within the same legal tax entity or jurisdiction. In the assessment importance is attached to the type and nature of the recognised deferred tax asset, the expected time limit for eliminating the deferred tax asset, tax planning possibilities etc.

Deferred tax will be adjusted to account for the elimination of unrealised intra-group profits and losses.

Deferred tax is measured according to the tax rules and at the tax rates applicable in the respective countries at the balance sheet date when the deferred tax is expected to crystallise as current tax.

Provisions

Provisions are recognised when, as a result of events arising before or at the balance sheet date, the group has a legal or a constructive obligation and it is probable that there may be an outflow of resources embodying economic benefits to settle the obligation. The amount recognised as a provision is management's best estimate of the expenses required to settle the obligation.

Restructuring costs are recognised as a liability when the persons affected by it have been notified of a detailed, formal restructuring plan not later than at the balance sheet date.

Financial liabilities

Payables to mortgage credit institutions and banks are recognised in the amount of the proceeds after deducting transaction costs when the loan is raised. In subsequent periods the financial liabilities are recognised at amortised cost using the 'effective rate of interest method' thus that the difference between the proceeds and the nominal value is recognised in the income statement under financial expenses over the term of the loan. Financial liabilities also include the capitalised residual obligation under finance leases. Other liabilities are measured at the nominal value which corresponds to the amortised cost for current payables.

Prepayments from customers

Prepayments from customers recognised under liabilities are measured at cost and include prepayments received concerning ordered, but not yet delivered, furniture.

CASH FLOW

Cash flow statement

The cash flow statement shows the group's cash flow divided into operating, investing and financing activities, the change in cash and cash equivalents during the year and the group's cash and cash equivalents at the beginning of the year and at year-end.

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 acquisition date. Cash flows from disposals of enterprises are recognised up until the date of disposal.

Cash flow from operating activities

Cash flows from operating activities are recognised indirectly as the profit before tax for non-cash operating items, changes in working capital, interest paid and income taxes paid.

Cash flow from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of enterprises and activities and of property, plant and equipment and other non-current assets as well as acquisition and disposal of securities not recognised as cash and cash equivalents.

Notes

Group

Cash flow from financing activities

Cash flows from financing activities comprise changes in the size or composition of the share capital and related costs as well as the raising of loans, repayment of long-term interest-bearing debt, acquisition and disposal of treasury shares and payment of dividend to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less at the acquisition date which are subject to an insignificant risk of changes in value.

2. Critical accounting estimates and judgements

Estimation uncertainty

Determining the carrying amounts of certain assets and liabilities requires estimation of the effects of future events on the carrying amounts of these assets and liabilities at the balance sheet date. Estimates that are material for the financial reporting are made, among other things, by computing amortisation, depreciation, write-downs and impairment losses, provisions as well as contingent liabilities and assets. The estimates applied are based on assumptions which are sound, in the management's opinion but which by their very nature, are uncertain and unpredictable. The assumptions may be incomplete or inaccurate, and unexpected events or circumstances may arise. Moreover, the company is subject to risks and uncertainties that may cause the actual results to differ from these estimates.

The notes provide information on bases and assumptions, on the future and other estimation uncertainties at the balance sheet date where there is a considerable risk of changes that may lead to a significant adjustment of the carrying amounts of assets or liabilities within the next financial year.

For Layout Holdco A/S the measurement of goodwill DKK 534 million, master rights DKK 37 million, franchise network DKK 140 million, brand & concept DKK 571 million, trade receivables DKK 111 million and inventory DKK 140 million may be significantly affected by major changes in the estimates and underlying assumptions of the calculations. For a description of impairment tests for intangible assets reference is made to note 11, where the amounts are also stated.

Trade receivables are measured at amortised cost or net realisable value in the balance sheet, corresponding to the nominal value less write-downs for bad debt and doubtful debt. Write-downs to provide for losses are determined on the basis of an individual assessment of each receivable and the specific risk of the debtor being unable to pay. Collective write-downs in respect of other franchisees are determined on the basis of a general assessment of the risk that the group of debtors is unable to pay in the light of the company's experience from previous years. The determination is therefore to some extent based on estimates.

Inventory consists of; finished goods, raw materials and work in progress, valued at either the standard production cost (own production) or after FIFO accounting principles, minus provisions for obsolescence. The provision for obsolescence is based upon the company's internal write-down policy, which in turn is evaluated based upon a combination of Product Life Cycle status and product turnover rates.

Material judgements

In applying the acquisition method of accounting, estimates are an integral part of assessing fair values of several identifiable assets acquired and liabilities assumed as observable market prices are typically not available.

Valuation techniques where estimates are applied typically relate to determining the present value of future uncertain cash flows or assessing other events in which the outcome is uncertain at the date of acquisition.

More significant estimates are applied in accounting for brand and concept, franchise network, property, plant and equipment, inventories and deferred tax.

Master rights acquired to run and start up new BoConcept brand stores in specific markets are recognised in the balance sheet. The rights have no fixed term and have the characteristics of goodwill. Upon acquisition of enterprises and activities, management will evaluate whether such acquisition is deemed to constitute an enterprise or individual assets, including master rights and liabilities. Where no staff members, key net assets, are acquired, and where other contractual conditions otherwise support this position, management will deem the acquisition to consist of individual assets, typically including master rights. The Franchise Network which is the deemed value of the global franchise operators to BoConcept are depreciated over the determined useful lifetime, which is impacted by material judgement. Goodwill and the Brand and Concept, which is the value attached to the IP of the BoConcept business model, was valued at acquisition in 2016 and are annually assessed using a discounted cashflow impairment testing approach, which is impacted by significant assumptions made.

3. Revenue	2020/21	2019/20
<i>Revenue coming from sale of furniture</i>	kDKK	kDKK
EMEA	688.170	673.626
Americas	129.671	151.464
APAC	393.335	362.000
	<u>1.211.176</u>	<u>1.187.090</u>
4. Costs		
Staff Costs		
Wages and salaries	(253.103)	(210.640)
Pensions	(8.642)	(9.775)
Termination payments	(7.692)	(7.838)
Other social security costs	(822)	(1.314)
Other staff costs	(11.261)	(10.008)
	<u>(281.520)</u>	<u>(239.575)</u>
Average number of employees	<u>473</u>	<u>491</u>
Including Key Management Personnel (Executive management team*):		
Wages and salaries	(9.886)	(11.487)
Termination benefits, and other one-offs	(8.168)	(5.100)
Short-term incentive plan (Bonus)	(325)	(400)
Pensions	(614)	(660)
	<u>(18.993)</u>	<u>(17.647)</u>
*The Executive Management team has 5 members at the end of the financial year 2020/21 (5 members in 2019/20). Average number of members during the year is 5 (6 average members in 2019/2020). Remuneration of the Executive Board was kDKK 1.936 (2019/20: kDKK 5.535) and the remuneration of the Board of Directors was kDKK 1.368 in 2020/21 (2019/20: kDKK 1.290).		
5. Fee to auditors appointed at the annual General Meeting	2020/21	2019/20
	kDKK	kDKK
Audit	(804)	(710)
Other services	(540)	(672)
Tax consultancy	(779)	(1.050)
	<u>(2.123)</u>	<u>(2.432)</u>
6. Amortisation, depreciation, write-downs and impairment losses		
Amortisation of intangible assets	(27.424)	(26.240)
Depreciation of tangible assets	(15.074)	(15.158)
Depreciation of right-of-use-assets	(39.638)	(33.717)
	<u>(82.136)</u>	<u>(75.115)</u>
7. Development costs		
Development costs paid during the year	<u>(7.765)</u>	<u>(7.710)</u>
8. Financial income		
Interest income, other	4.048	10.451
Foreign exchange rate adjustments	0	5.769
	<u>4.048</u>	<u>16.220</u>

Notes

Group

9. Financial expenses

Interest expenses, lease liabilities	(2.527)	(5.011)
Interest expenses, other	(16.108)	(19.820)
Interest expenses shareholder loan	(137.673)	(129.965)
Settlement of hedging instruments	(457)	(512)
Foreign exchange rate adjustment	(8.338)	0
	<u>(165.103)</u>	<u>(155.308)</u>

10. Tax on profit/loss for the year

Tax on profit for the year	(34.996)	(8.786)
	<u>(34.996)</u>	<u>(8.786)</u>

Tax on profit/ loss for the year may be subdivided as follows:

Current tax	(39.150)	(10.509)
Deferred tax	1.343	(570)
Adjustment previous years' taxes	2.811	2.293
	<u>(34.996)</u>	<u>(8.786)</u>

Tax on profit/loss for the year may be explained as follows:

Calculated 22% tax on profit/loss for the year before tax	(2.383)	22.830
Withholding tax	(564)	(571)
Adjustments to withholding tax related to previous years	797	0

The tax effect of:

Deferred tax asset not recognised on losses arising in the year	(1.883)	(3.291)
Reversal of tax provisions	(3.314)	(1.791)
Non-taxable income and non-deductible costs	(30.460)	(28.256)
Adjustment of tax related to previous years	2.811	2.293
	<u>(34.996)</u>	<u>(8.786)</u>

Effective tax rate	323%	-8%
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Notes Group

11. Intangible assets

kDKK	2020/21						Intangible assets in progress	Total
	Goodwill	Master rights	Franchise network	Brand and concept	Software			
Acquisition cost, beg. year	533.939	42.039	206.100	571.000	143.048	7.530	1.503.656	
Foreign exchange rate adjustments	(406)	0	0	0	0	0	(406)	
Additions	0	0	0	0	1.023	1.584	2.607	
Transfers	0	0	0	0	7.530	(7.530)	0	
Disposals for the year	0	0	0	0	(710)	0	(710)	
Acquisition cost, year-end	<u>533.533</u>	<u>42.039</u>	<u>206.100</u>	<u>571.000</u>	<u>150.891</u>	<u>1.584</u>	<u>1.505.147</u>	
Amortisation and impairment losses, beg. year	0	(5.439)	(52.097)	0	(93.189)	0	(150.725)	
Foreign exchange rate adjustments	0	0	0	0	170	0	170	
Amortisation for the year	0	0	(13.740)	0	(13.684)	0	(27.424)	
Disposals for the year	0	0	0	0	551	0	551	
Amortisation and impairment losses, year-end	<u>0</u>	<u>(5.439)</u>	<u>(65.837)</u>	<u>0</u>	<u>(106.152)</u>	<u>0</u>	<u>(177.428)</u>	
Carrying amount, year-end	<u>533.533</u>	<u>36.600</u>	<u>140.263</u>	<u>571.000</u>	<u>44.739</u>	<u>1.584</u>	<u>1.327.719</u>	
Depreciated over a period of			15 years		3-8 years			

Master rights relate to acquisition of master rights in China, the UK, Spain, Sweden, Portugal and Denmark.

An impairment test of the carrying amounts of goodwill, master rights and brand & concept has been carried out at 30 April 2021.

The carrying amount of master rights is based on cash flow generating stores in Denmark, the UK, Spain, Portugal, Sweden and China

	2020/21	2019/20
Master rights:	kDKK	kDKK
China	8.278	8.278
Denmark	4.483	4.483
Portugal	2.226	2.226
Spain	8.871	8.871
Sweden	4.760	4.760
UK	7.982	7.982
Total	<u>36.600</u>	<u>36.600</u>

Goodwill is based on the cashflow generating regions in EMEA, AMERICAS and APAC

Goodwill:	2020/21	2019/20
EMEA	314.329	314.329
AMERICAS	40.737	41.143
APAC	178.467	178.467
Total	<u>533.533</u>	<u>533.939</u>

Notes Group

Brand and concepts is based on cashflow generating regions in EMEA, AMERICAS and APAC

	2020/21	2019/20
	kDKK	kDKK
<i>Brand and concepts:</i>		
EMEA	336.108	336.108
AMERICAS	43.993	43.993
APAC	190.899	190.899
Total	<u>571.000</u>	<u>571.000</u>

The main factors in the determination of the recoverable amount are revenue and contribution margin which both affect the free cash flow. Furthermore the discount rate is a main assumption.

The recoverable amounts of goodwill, master rights and brand and concepts are based on the capital value, which is determined by applying expected cash flows based on the budget for the next year and an estimated projection for the next four years at an annual growth rate related to expected revenue growth from increased same-store-sales and opening of new stores followed by the calculation of a terminal value without annual growth and with an unchanged free cash flow. Free cash flow is based on past performance/management expectation of market developments etc. and is expected to be around DKK 152 million in average over the next 5 years, and DKK 165 million in the terminal period (last year 135 million). All amounts have been discounted at 11,09% pre-tax (10,49% last year).

The calculated recoverable amounts of the remaining values are significantly higher than the carrying amounts.

kDKK	2019/20						Total
	Goodwill	Master rights	Franchise network	Brand and concept	Software	Intangible assets in progress	
Acquisition cost, beg. year	533.960	42.039	206.100	571.000	114.022	20.469	1.487.590
Adjustment to previous years	0	0	0	0	0	(463)	(463)
Foreign exchange rate adjustments	(21)	0	0	0	91	0	70
Additions	0	0	0	0	434	17.739	18.173
Transfers	0	0	0	0	30.215	(30.215)	0
Disposals for the year	0	0	0	0	(1.714)	0	(1.714)
Acquisition cost, year-end	<u>533.939</u>	<u>42.039</u>	<u>206.100</u>	<u>571.000</u>	<u>143.048</u>	<u>7.530</u>	<u>1.503.656</u>
Amortisation and impairment losses, beg. year	0	(5.439)	(38.357)	0	(82.111)	0	(125.907)
Foreign exchange rate adjustments	0	0	0	0	(92)	0	(92)
Write-downs for the year	0	0	0	0	0	0	0
Amortisation for the year	0	0	(13.740)	0	(12.500)	0	(26.240)
Disposals for the year	0	0	0	0	1.514	0	1.514
Amortisation and impairment losses, year-end	<u>0</u>	<u>(5.439)</u>	<u>(52.097)</u>	<u>0</u>	<u>(93.189)</u>	<u>0</u>	<u>(150.725)</u>
Carrying amount, year-end	<u>533.939</u>	<u>36.600</u>	<u>154.003</u>	<u>571.000</u>	<u>49.859</u>	<u>7.530</u>	<u>1.352.931</u>
<i>Depreciated over a period of</i>			<i>15 years</i>		<i>3-8 years</i>		

Notes Group

12. Leases

This note provides information for leases where the group is a lessee.

Amounts recognised in the balance sheet

	2020/21	2019/20
	kDKK	kDKK
<i>Right-of-use assets</i>		
Buildings	98.754	158.618
Vehicles	3.059	3.662
Other	1.883	3.575
	103.696	165.855
<i>Lease liabilities (kDKK)</i>		
Within 1 year	40.142	38.356
Between 1 and 5 years	63.845	80.980
After 5 years	3.262	48.069
	107.249	167.405
Additions to the right-of-use assets during the 2020/21 financial year were 50.020 (2019/20: DKK 383k).		
<i>Amounts recognised in the statement of profit or loss</i>		
<i>Depreciation charge right-of-use assets</i>		
Buildings (depreciated over a period of 1-15 years)	35.739	29.670
Vehicles (depreciated over a period of 1-5 years)	2.033	2.203
Other (depreciated over a period of 1-4 years)	1.866	1.844
	39.638	33.717
Interest expenses related to lease liabilities	2.527	5.011
Expense relating to short-term leases	1.169	786
	3.696	5.797

Total cash outflow for leases is specified in the cash flow statement.

Notes Group

13. Tangible assets

	2020/21					Total
	Land and buildings	Leasehold improvements	Plant and machinery	Fixtures and operating equipment	Property, plant and equipment in progress	
<i>kDKK</i>						
Acquisition cost, beg. year	258.065	52.316	176.767	35.594	3.765	526.507
Adjustment to previous years	0	0	0	0	(377)	(377)
Foreign exchange rate adjustments	(1)	0	44	0	0	43
Additions	0	0	840	249	3.624	4.713
Transfers	308	0	157	2.922	(3.387)	0
Disposals for the year	(42)	(4.997)	(42)	133	0	(4.948)
Acquisition cost, year-end	<u>258.330</u>	<u>47.319</u>	<u>177.766</u>	<u>38.898</u>	<u>3.625</u>	<u>525.938</u>
Depreciation and impairment losses, beg. year	(167.602)	(30.186)	(165.767)	(31.760)	0	(395.315)
Foreign exchange rate adjustments	0	2.102	0	1.330	0	3.432
Depreciation for the year	(6.100)	(5.070)	(1.754)	(2.150)	0	(15.074)
Disposals for the year	0	142	0	2.140	0	2.282
Depreciation and impairment losses, year-end	<u>(173.702)</u>	<u>(33.012)</u>	<u>(167.521)</u>	<u>(30.440)</u>	<u>0</u>	<u>(404.675)</u>
Carrying amount, year-end	<u>84.628</u>	<u>14.307</u>	<u>10.245</u>	<u>8.458</u>	<u>3.625</u>	<u>121.263</u>
Depreciated over a period of	<i>10-25 years</i>	<i>3-10 years</i>	<i>5-9 years</i>	<i>3-7 years</i>		
	2019/20					
	Land and buildings	Leasehold improvements	Plant and machinery	Fixtures and operating equipment	Property, plant and equipment in progress	Total
<i>kDKK</i>						
Acquisition cost, beg. year	257.975	44.272	183.459	36.924	4.026	526.656
Adjustment to previous years	(298)	225	0	67	458	452
Foreign exchange rate adjustments	0	2.166	0	485	0	2.651
Additions	388	6.120	254	2.247	2.489	11.498
Transfers	0	0	3.208	0	(3.208)	0
Disposals for the year	0	(467)	(280)	(4.129)	0	(4.876)
Reclassification of financial lease	0	0	(9.874)	0	0	(9.874)
Acquisition cost, year-end	<u>258.065</u>	<u>52.316</u>	<u>176.767</u>	<u>35.594</u>	<u>3.765</u>	<u>526.507</u>
Depreciation and impairment losses, beg. year	(161.113)	(28.560)	(169.882)	(32.987)	0	(392.542)
Adjustment to previous years	0	3.017	0	333	0	3.350
Foreign exchange rate adjustments	0	(1.240)	0	(407)	0	(1.647)
Write-downs	0	0	0	0	0	0
Depreciation for the year	(6.489)	(3.870)	(2.640)	(2.159)	0	(15.158)
Disposals for the year	0	467	149	3.460	0	4.076
Reclassification of financial lease	0	0	6.606	0	0	6.606
Depreciation and impairment losses, year-end	<u>(167.602)</u>	<u>(30.186)</u>	<u>(165.767)</u>	<u>(31.760)</u>	<u>0</u>	<u>(395.315)</u>
Carrying amount, year-end	<u>90.463</u>	<u>22.130</u>	<u>11.000</u>	<u>3.834</u>	<u>3.765</u>	<u>131.192</u>
Depreciated over a period of	<i>10-25 years</i>	<i>3-10 years</i>	<i>5-9 years</i>	<i>3-7 years</i>		

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14. Deferred tax

	2020/21 kDKK	2019/20 kDKK
Deferred tax, beg. year	(182.065)	(181.495)
Deferred tax for the year	1.342	(570)
Deferred tax, year-end	<u>(180.723)</u>	<u>(182.065)</u>

Deferred tax is recognised in the balance sheet as follows:

Deferred tax (asset)	4.491	5.477
Deferred tax (liability)	(185.214)	(187.542)
Net Deferred tax, year-end	<u>(180.723)</u>	<u>(182.065)</u>

Deferred tax relates to:

Intangible assets	(184.752)	(189.240)
Tangible assets	(774)	1.402
Current assets	3.066	5.070
Current liabilities	1.737	703
	<u>(180.723)</u>	<u>(182.065)</u>

Layout Holdco A/S is the administrator of joint taxation scheme, and the capacity it settles payments of incoming tax authorities

15. Other financial assets and deposits

	Deposits		Other financial assets	
	2020/21 kDKK	2019/20 kDKK	2020/21 kDKK	2019/20 kDKK
Acquisition cost, beg. year	22.789	19.685	3.043	12.318
Foreign exchange rate adjustments	(2.598)	335	(30)	17
Additions	1.253	3.248	0	0
Disposals for the year	(1.120)	(479)	(1.971)	(9.292)
Acquisition cost, year-end	<u>20.324</u>	<u>22.789</u>	<u>1.042</u>	<u>3.043</u>

16. Inventories

Raw materials and consumables	10.100	12.353
Goods in progress	15.851	5.947
Manufactured goods and goods for resale	114.131	134.950
	<u>140.082</u>	<u>153.250</u>
Cost of sales for the year which is included in production costs	721.544	719.054
Write-down of inventories	0	(12.340)
Reversal of write-downs for the year	10.556	792

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17. Trade receivables

	2020/21 kDKK	2019/20 kDKK
Trade receivables	111.352	82.140

Provisions for losses have been recognised in the above items as follows:

Provisions, beg.year	(67.058)	(81.768)
Change in provision for the year	22.184	(46.290)
Losses recognised for the year	0	0
Transferred to loan	0	61.000
Provisions, year-end	(44.874)	(67.058)

Gross receivables before depreciations

Not due	133.664	93.380
Overdue in 0-30 days	7.022	25.618
Overdue in 31-60 days	3.067	10.721
Overdue in > 60 days	12.473	19.479
	156.226	149.198

Write-down distribution

Not due	(25.574)	(21.663)
Overdue in 0-30 days	(4.467)	(15.195)
Overdue in 31-60 days	(2.360)	(10.721)
Overdue in > 60 days	(12.473)	(19.479)
	(44.874)	(67.058)

18. Other receivables

Other receivables	37.685	20.612
Prepayments	8.068	12.248
Total other receivables	45.753	32.860

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19. Share capital

	2020/21		2019/20	
	Number of shares (000's)	Nominal value (TDKK)	Number of shares (000's)	Nominal value (TDKK)
<i>The share capital comprise:</i>				
A shares	153.977	1.539	118.337	1.183
B shares	557	6	557	6
	<u>154.534</u>	<u>1.545</u>	<u>118.894</u>	<u>1.189</u>

In 2020/21, 35.640.000 new A shares were issued at a nominal value of 356 kDKK.

20. Other provisions

	2020/21 kDKK	2019/20 kDKK
Acquisition cost, beg.year	9.536	7.439
Foreign rate adjustments	(1.154)	480
Additions for the year	333	1.708
Disposals for the year	(1.220)	(91)
	<u>7.495</u>	<u>9.536</u>

21. Convertible loans

Convertible loans	<u>40.347</u>	<u>43.911</u>
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Convertible loans do not carry any interests.

Convertible loans are convertible into class A-shares at any time.

For each A-share of a nominal value of DKK 100 a corresponding DKK 1.000 of loans are converted.

22. Shareholder loan

Shareholder loans	<u>1.496.190</u>	<u>1.358.517</u>
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Shareholder loans carry interest at the rate 10% per year

The loans are granted without any form of security in the company's assets.

23. Amounts owed to credit institutions

Mortgage credit institutions

Within 1 year	4.111	4.632
Between 1 and 5 years	16.552	15.507
After 5 years	5.859	11.076
	<u>26.522</u>	<u>31.215</u>

Credit institutions

After 5 years	0	221.000
Between 1 and 5 years	222.388	44.625
Long-term part	<u>222.388</u>	<u>265.625</u>

Within 1 year	0	54.543
Overdraft facility	0	29.518
	<u>0</u>	<u>84.061</u>

Amortised loan costs	<u>(2.150)</u>	<u>(3.962)</u>
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Notes	2020/21	2019/20
Group	kDKK	kDKK
24. Income tax payable		
Corporation tax, due at the beginning	13.406	31.501
Paid corporation tax	(14.512)	(31.501)
Adjustment to previous years	(2.811)	2.897
Tax of the year	39.150	10.509
Tax payable at year end	<u>35.233</u>	<u>13.406</u>

25. Contingent liabilities and security

Securities

Security in the following BoConcept A/S assets:

Land and buildings recognised at:	32.596	35.594
Production, plant and machinery recognised at:	13.349	11.001
Are charged in addition to the mortgage debt of:	<u>26.522</u>	<u>31.215</u>
Subject to letter of indemnity of:	<u>50.000</u>	<u>50.000</u>

Security in the following BoConcept A/S assets:

Goodwill, domain names and various rights	36.600	36.600
Plant, operating equipment and machinery	16.049	11.354
Inventory value	118.737	109.636
Receivables and location involvement	<u>85.301</u>	<u>65.992</u>
Total	<u>256.687</u>	<u>223.582</u>
Registered value of company security	<u>125.000</u>	<u>125.000</u>

BoConcept A/S has provided guarantee for franchisees' landlords for rent of DKK 32.4 million (last year DKK 34 million).

BoConcept A/S has provided guarantee for bank loans raised by franchisees of DKK 0 million (last year DKK 2.4 million).

BoConcept A/S has provided guarantee for franchisee's electronic payments towards third party of DKK 3.7 million (last year DKK 3.7 million).

BoConcept A/S has provided guarantee for bank arrangement with shares in subsidiary with a booked value of DKK 36.5 million

BoConcept A/S has some ongoing legal cases which in managements opinion, are unlikely to resolve in any material impact to the company.

BoConcept Holding A/S has provided guarantee for bank arrangement with shares in subsidiary with a booked value of DKK 1.505.310 million.

BoConcept Holding A/S has provided a joint and several guarantee (or surety) for a bank arrangement in BoConcept A/S.

Layout Holdco A/S has provided a joint and several guarantee (or surety) for a bank arrangement in BoConcept Holding A/S and BoConcept A/S.

26. Adjustment for non-cash items

Depreciation and impairment losses for the year	82.136	75.115
Provision for re-establishment of leaseholds	(2.040)	2.097
Other adjustments	<u>(14.397)</u>	<u>6.263</u>
	<u>65.699</u>	<u>83.475</u>

27. Changes in working capital

Change receivables	(42.106)	60.774
Change inventories	13.169	(1.398)
Change trade payables, etc.	<u>98.297</u>	<u>(22.558)</u>
	<u>69.360</u>	<u>36.818</u>

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28. Financial risk management

The company's policy financial risk management

On account of its operations, investments and financing the Layout Holdco group is exposed to a number of foreign exchange and interest rate fluctuations.

The management identifies the scope and concentration of risks and puts in place policies for addressing such risks on the basis of an ongoing review of the business. In addition, the group is subject to credit and liquidity risk. It is the group's policy not to speculate actively in financial risks. The sole purpose of the group's financial management is therefore to manage or eliminate financial risks associated with the group's operations and financing.

The group's policy for financial risk management is unchanged from last year and appears from management. As a result, the carrying amount of financial instruments approx. corresponds to the fair value.

Market risk

In Layout Holdco's case, market risks associated with financial instruments consist of foreign exchange risks and interest rate risks.

Foreign exchange risks

2020/21

Foreign currencies	Prepayment/ maturity	Receivables	Liabilities other than provisions	Hedged by forward exchange contracts	Net position
PLN	< 1 year	219	(13)	0	206
	> 1 year	0	0	0	0
GBP	< 1 year	7.947	(1.045)	(42.389)	(35.487)
	> 1 year	0	0	0	0
JPY	< 1 year	27.781	(4.077)	(53.327)	(29.623)
	> 1 year	0	0	0	0
SEK	< 1 year	1.668	(48)	(7.417)	(5.797)
	> 1 year	0	0	0	0
USD	< 1 year	35.099	(24.952)	(7.786)	2.361
	> 1 year	0	0	0	0
EUR	< 1 year	107.804	(63.297)	0	44.507
	> 1 year	0	0	0	0
CNY	< 1 year	13.042	(24.932)	18.767	6.877
	> 1 year	0	0	0	0
Other	< 1 year	897	(1)	0	896
	> 1 year	0	0	0	0
		<u>194.457</u>	<u>(118.365)</u>	<u>(92.152)</u>	<u>(16.060)</u>
Sale/purchase of currencies in accordance with agreements				0	
Unrealised net loss				<u>(92.152)</u>	

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Foreign currencies	Pre-payment/ maturity	2019/20		Hedged by	Net position
		Receivables	Liabilities other than provisions	forward exchange contracts	
PLN	< 1 year	206	(30)	0	176
	> 1 year	0	0	0	0
GBP	< 1 year	12.250	(1.287)	(37.829)	(26.866)
	> 1 year	0	0	0	0
JPY	< 1 year	18.440	(3.494)	(39.980)	(25.034)
	> 1 year	0	0	0	0
SEK	< 1 year	1.443	0	(7.000)	(5.557)
	> 1 year	0	0	0	0
USD	< 1 year	19.780	(19.460)	(57.372)	(57.052)
	> 1 year	0	0	0	0
EUR	< 1 year	128.782	(30.829)	0	97.953
	> 1 year	0	0	0	0
CNY	< 1 year	8.429	(6.018)	15.658	18.069
	> 1 year	0	0	0	0
Other	< 1 year	2.768	0	0	2.768
	> 1 year	0	0	0	0
		<u>192.098</u>	<u>(61.118)</u>	<u>(126.523)</u>	<u>4.457</u>
Sale/purchase of currencies in accordance with agreements				126.523	
Unrealised net loss				<u>0</u>	

97% (last year 99%) of revenue is realised abroad. This figure is not indicative of the foreign exchange risk since, under the group's purchasing policy, purchasing and selling currencies are matched whenever possible.

The group has net inflows denominated in EUR, GBP, JPY, SEK and USD, while the major exposure on the outflow side is denominated in CNY.

Foreign exchange risks are managed centrally, and the most important and volatile currencies are hedged by means of foreign exchange contracts and option contracts with a maximum term of 12 months. Foreign currency translation adjustments of investments in group enterprises with a functional currency different from that of the parent company are recognised directly in equity. Associated foreign exchange risks are not hedged since the group takes the view that ongoing hedging of such long-term investments would not be the best policy based on an overall evaluation of the risks and costs involved.

The isolated effects of a 5% increase in the foreign exchange rate at 30 April vis-a-vis DKK by translation of assets and obligations may be broken down as follows:

	2020/21	2019/20
	kDKK	kDKK
USD		
Equity	118	(2.853)
Profit for the year	507	16
GBP		
Equity	(1.774)	(1.343)
Profit for the year	345	548
CNY		
Equity	344	903
Profit for the year	(595)	121
JPY		
Equity	(1.481)	(1.252)
Profit for the year	1.185	747

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The below table states the EBIT effect of 5% foreign exchange increase compared with the average exchange rate realised per financial year.

	2020/21 kDKK	2019/20 kDKK
USD EBIT effect	(1.166)	3.950
JPY EBIT effect	3.591	4.764
GBP EBIT effect	3.700	3.900
CNY EBIT effect	(2.418)	(607)

Particulars of the currencies having the greatest impact on the equity and profit for the year have been provided above. The above analysis is based on the assumption that all other variables, especially the interest rate, remain constant. The expectations are based on current market data. A corresponding drop in the exchange rates of the above currencies would have the same effect in reverse on the equity and profit/loss for the year.

Interest rate risk

The group's interest rate risk is related to interest rate fluctuations that may affect the company's cash flows related to interest receivable and interest payable as well as the fair value of financial instruments.

Analysis of sensitivity to interest rate risks

Layout Holdco A/S expects the level of interest rates in Denmark to be affected by the interest rates in the euro-zone and in the USA. Based on analyses in euro-zone and in the USA, Layout Holdco A/S expects the level of interest rates to change by up to 1 percentage point either way. A rise in the level of interest rate of 1 percentage point would have the effect outlined below of the equity and loss for the year:

	2020/21 kDKK	2019/20 kDKK
Equity	(248)	(24)
Loss for the year	(265)	(312)

Most of the debt to mortgage credit institutions and other bank loans takes the form of contracts carrying variable rates of interest, this year as well as last year. However, this year we have concluded an interest rate swap agreement with a total term of 5 years and a fixed rate of interest of 1,8%, covering 112% of our total debt to mortgage credit institutions. The weighted effective rate of interest measured at the balance sheet date, was 2.2%.

The market value of the interest rate swap agreement is negative before tax DKK 0.67 million (last year a negative value of DKK 1.1 million).

Capital management

Management monitors the capital structure of all legal entities within the Layout Holdco Group and takes adequate measures to ensure the Layout Holdco Group is capitalised in the best interest of the Layout Holdco Group and the shareholders. The overall objective is to ensure a continued development and strengthening of the Layout Holdco Group's capital structure that supports long-term profitable growth. The Layout Holdco Group is not materially reliant on external financing and Management seeks to maintain that the positive cash flows of the Layout Holdco Group are applied to fund investments in subsidiaries via equity and intercompany loan funding.

Credit risks

The company's credit risk is primarily associated with receivables and bank deposits as well as derivative financial instruments.

Credit risks related to bank deposits are hedged by placing bank deposits in systemic banks. Credit risk associated with receivables arise when Layout Holdco A/S and subsidiaries make sales that are not prepaid. By far the majority of receivables are payable by franchisees who have submitted opening budgets in advance.

54% of Layout Holdco group's customers had not defaulted on the due dates at 30 April 2021 (2019/20: 61%). In the past the majority of our customers have been paying their debts by the due dates agreed upon. Receivables that are due more than 90 days after the normal due date have been written off in full.

	2020/21 kDKK	2019/20 kDKK
The maximum credit risk without taking into account security provided for trade receivables	111.352	82.140
The maximum credit risk associated with bank deposit, securities and derivative financial instruments	305.680	194.522
The maximum credit risk associated with other receivables	45.753	32.860
	<u>462.785</u>	<u>309.522</u>

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Liquidity risk

The liquidity risk means the risk that Layout Holdeco A/S may not be able to fulfil its obligations as a result of a failure to realise assets or obtain adequate financing. The group ensures to maintain the best possible liquidity in order that it can continue to fulfil its financial commitments, under normal as well as extraordinary circumstances. Sufficient cash resources are maintained to fulfil expected operational and financial obligations as well as bearing unforeseeable operating costs. Refer to note 3 for further information regarding liquidity.

Unutilised credit facilities for Layout Holdeco A/S, BoConcept Holding A/S and BoConcept A/S amounted to DKK 65.2 million at the end of the financial year compared to DKK 2.3 million the year before. Cash amounted to DKK 305.6 million compared to DKK 194.5 million last year.

Below is a time table of cash flows associated with financial liabilities and hedging instruments:

	2020/21					Total kDKK
	Nominal value kDKK	Fair value kDKK	Less than 1 year kDKK	Between 1 and 5 years kDKK	More than 5 years kDKK	
Measured at amortised cost (loans and other commitments)						
Convertible loan	40.347	0	0	0	40.347	40.347
Shareholder loan	1.496.190	0	0	0	1.496.190	1.496.190
Amounts owed to mortgage credit institutions	26.522	0	4.111	16.552	5.859	26.522
Amounts owed to credit institutions	222.388	0	0	222.388	0	222.388
	<u>1.785.447</u>	<u>0</u>	<u>4.111</u>	<u>238.940</u>	<u>1.542.396</u>	<u>1.785.447</u>
Trade payables	149.832	149.832	149.832	0	0	149.832
Lease guarantees and guarantees provided for franchisees (contingent liabilities)	0	0	29.814	2.625	4.496	36.935
Leasing	107.251	107.251	40.142	63.845	3.262	107.249
Other payables	134.182	134.182	134.182	0	0	134.182
	<u>391.265</u>	<u>391.265</u>	<u>353.970</u>	<u>66.470</u>	<u>7.758</u>	<u>428.198</u>
Total financial liabilities	<u>2.176.712</u>	<u>391.265</u>	<u>358.081</u>	<u>305.410</u>	<u>1.550.154</u>	<u>2.213.645</u>
Measured at amortised cost (deposits and receivables)						
Other financial assets	21.366	21.366	0	21.366	0	21.366
Trade receivables	111.352	111.352	111.352	0	0	111.352
Other receivables	45.753	45.753	45.753	0	0	45.753
Cash	305.680	305.680	305.680	0	0	305.680
	<u>484.151</u>	<u>484.151</u>	<u>462.785</u>	<u>21.366</u>	<u>0</u>	<u>484.151</u>
Derivative financial instruments						
Forward exchange contracts	0	0	92.151	0	0	92.151
	<u>0</u>	<u>0</u>	<u>92.151</u>	<u>0</u>	<u>0</u>	<u>92.151</u>
Total financial assets	<u>484.151</u>	<u>484.151</u>	<u>554.936</u>	<u>21.366</u>	<u>0</u>	<u>576.302</u>

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	Nominal value kDKK	Fair value kDKK	2019/20			Total kDKK
			Less than 1 year kDKK	Between 1 and 5 years kDKK	More than 5 years kDKK	
Measured at amortised cost (loans and other commitments)						
Convertible loan	43.911	43.911	0	0	43.911	43.911
Shareholder loan	1.358.517	1.358.517	0	0	1.358.517	1.358.517
Amounts owed to mortgage credit institutions	31.215	31.286	4.632	15.507	11.076	31.215
Amounts owed to credit institutions	349.686	349.686	84.061	44.625	221.000	349.686
Bank loans	0	0	0	0	0	0
	<u>1.783.329</u>	<u>1.783.400</u>	<u>88.693</u>	<u>60.132</u>	<u>1.634.504</u>	<u>1.783.329</u>
Trade payables	70.941	70.941	70.941	0	0	70.941
Lease guarantees and guarantees provided for franchisees (contingent liabilities)	0	0	31.426	5.039	4.496	40.961
Other payables	142.901	142.901	142.901	0	0	142.901
	<u>213.842</u>	<u>213.842</u>	<u>245.268</u>	<u>5.039</u>	<u>4.496</u>	<u>254.803</u>
Total financial liabilities	<u>1.997.171</u>	<u>1.997.242</u>	<u>333.961</u>	<u>65.171</u>	<u>1.639.000</u>	<u>2.038.132</u>
Measured at amortised cost (deposits and receivables)						
Other financial assets	3.043	3.043	3.043	0	0	3.043
Trade receivables	82.140	82.140	82.140	0	0	82.140
Other receivables	32.860	32.860	32.860	0	0	32.860
Cash	194.522	194.522	194.522	0	0	194.522
Total	<u>312.565</u>	<u>312.565</u>	<u>312.565</u>	<u>0</u>	<u>0</u>	<u>312.565</u>
Derivative financial instruments						
Forward exchange contracts	0	0	(126.523)	0	0	(126.523)
	<u>0</u>	<u>0</u>	<u>(126.523)</u>	<u>0</u>	<u>0</u>	<u>(126.523)</u>
Total financial assets	<u>312.565</u>	<u>312.565</u>	<u>186.042</u>	<u>0</u>	<u>0</u>	<u>186.042</u>

Cash flows for both the hedged assets and hedged liabilities as well as the hedging instruments are recognised in the income statement for the same period.

In the balance sheet, the value of derivative financial instruments is included in other receivables and other payables, respectively.

Generally, the fair value of financial liabilities and financial assets is determined in accordance with discounted cash flow models at the market rate of interest and subjects to the credit terms prevailing at the balance sheet date.

Financial instruments measured at fair value are categorised into the following levels of the fair value hierarchy:

Level 1: Observable market prices for identical instruments

Level 2: Valuation techniques primarily based on observable prices or traded prices for comparable instruments.

Level 3: Valuation that are not based on observable market data

The fair value of Layout Holdco Group's forward exchange contracts of other derivative instruments (commodity instruments) and debt to mortgage debt institutions is measured according to level 2 as the fair value can be established directly based on exchange rates published and forward interest rates specified at the balance sheet date.

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Group

29. Transactions with related parties

Layout Holdco A/S Group's related parties with significant influence include the shareholder of the company, board of directors, the executive board and executives as well as the said persons' family members. Related parties also include companies in which the above mentioned group of persons have considerable interests. There have been no transactions with shareholders expect for transaction on regular business terms.

Furthermore, the related parties include group enterprises in which Layout Holdco A/S has control of significant influence, cf. group overview on page 45.

Transactions conducted with the executive board only include normal management remuneration, cf. note 4.

Statement of Profit and Loss Parent Company

	Note	2020/21 kDKK	2019/20 kDKK
Contribution Margin		0	0
Administrative expenses		(583)	(291)
Operating profit before depreciations and profit from group enterprises		(583)	(291)
Profit from group enterprises	2	108.860	13.847
Profit/loss from operating activities (EBIT)		108.277	13.847
Financial expenses	3	(137.776)	(130.081)
Profit/loss before tax		(29.499)	(116.525)
Tax on profit/loss for the year	4	5.337	3.966
Profit/loss for the year		(24.162)	(112.559)
Profit/loss for the year is attributable to:			
Shareholders of Layout Holdco A/S		(24.162)	(112.559)
Statement of comprehensive income			
		2020/21 kDKK	2019/20 kDKK
Profit/loss for for the year		(24.162)	(112.559)
Equity movements in subsidiary		(1.587)	5.467
Total comprehensive income for the year		(25.749)	(107.092)
Broken down as follows:			
Shareholders of Layout Holdco A/S		(25.749)	(107.092)

Balance Sheet Parent Company

		30.04.2021	30.04.2020
	Note	kDKK	kDKK
Investment in group enterprises	2	1.173.268	1.065.995
Total non-current assets		1.173.268	1.065.995
Receivables, group enterprises		62.019	60.496
Income tax receivables	5	7.777	4.237
Cash and cash equivalents		789	1.043
Total current assets		70.585	65.776
Total assets		1.243.853	1.131.771
Share capital	6	1.545	1.189
Premium by emission		3.208	0
Retained earnings		(314.005)	(271.850)
Reserve for net revaluation under the equity method		16.406	0
Equity share, Layout Holdco A/S shareholders		(292.846)	(270.661)
Total equity		(292.846)	(270.661)
Convertible loans	7	40.347	43.911
Shareholder loans	8	1.496.190	1.358.517
Total non-current liabilities		1.536.537	1.402.428
Other payables		162	4
Total current liabilities		162	4
Total liabilities		1.536.699	1.402.432
Total equity and liabilities		1.243.853	1.131.771

Statement of Changes in Equity Parent Company

	Share capital	Premium by emission	Reserve for net revaluation under the equity method	Retained earnings	Total
	kDKK	kDKK	kDKK	kDKK	kDKK
Equity at 30.04.2019	1.189	0	0	(164.758)	(163.569)
Profit/loss for the year	0	0	0	(112.559)	(112.559)
Equity movements in subsidiaries	0	0	0	5.467	5.467
Equity at 30.04.2020	1.189	0	0	(271.850)	(270.661)
Profit/loss for the year	0	0	16.406	(40.568)	(24.162)
Equity movements in subsidiaries	0	0	0	(1.587)	(1.587)
Emmission by loan conversion	356	3.208	0	0	3.564
Equity at 30.04.2021	1.545	3.208	16.406	(314.005)	(292.846)

Notes

Parent Company

1. Accounting policies
2. Investment in group enterprises
3. Financial expenses
4. Tax on profit/loss for the year
5. Income taxes
6. Share capital
7. Convertible loans
8. Shareholder loans
9. Transactions with related parties
10. Subsidiaries

Notes

Parent Company

1. Accounting policies

The parent company financial statements for the period 1 May 2020 to 30 April 2021 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU. Further, the annual report has been prepared in accordance with the additional Danish disclosure requirements for annual reports.

The accounting policies as described below have been applied consistently over the financial year.

The annual report is presented in DKK 000, which is the functional and presentation currency of the company.

For accounting policies besides "Investment, Group enterprises" please refer to accounting policies for the group financial statements.

Investment, group enterprises

The proportionate share of profit or loss from subsidiaries after tax after elimination of the proportionate share of intra-group gains and loss is recognised in the income statement.

Investment in subsidiaries are, at first recognition, measured at cost and subsequently at the proportionate share of the companies' net assets calculated in accordance with the parent company's accounting policies with deduction or addition of the proportionate share of unrealised intra-group gains and losses calculated to the acquisition method.

Investments in entities with negative net assets are recognised at DKK nil, and receivables and loans from the entities, if any, are written down corresponding to the parent company's share of the negative assets to the extent the amount is deemed irrecoverable. In case the negative accounting value of the net assets exceeds the receivable amounts the remaining amount is recognised as liability in case the parent company has a judicial or actual obligation to cover the negative balance.

The net revaluation of the investment in subsidiaries are transferred to the designated reserve under equity in case the carrying amount exceeds the acquisitions price. Recently acquired or established companies are recognised in the financial statement from the date of the acquisition. Sold or liquidated companies are likewise recognised until the date of the sale or liquidation

2. Investment in group enterprises

	2020/21	2019/20		
	kDKK	kDKK		
Cost, beg.year	1.156.862	1.156.862		
Cost, year-end	<u>1.156.862</u>	<u>1.156.862</u>		
<i>Value adjustments:</i>				
Revaluations at the beginning of the year	(90.867)	39.819		
Dividend from group enterprises	0	(150.000)		
Profit/loss for the year after tax	108.860	13.847		
Equity movements in group enterprises	(1.587)	5.467		
Value adjustments at year-end	<u>16.406</u>	<u>(90.867)</u>		
Booked value at the end of the year	<u>1.173.268</u>	<u>1.065.995</u>		
	Ownership share	Share capital	Equity	Profit/loss for the year
BoConcept Holding A/S	<u>100%</u>	<u>1.000</u>	<u>1.509.841</u>	<u>108.860</u>

The shares of BoConcept Holding A/S have been pledged for security for engagement with a bank. For a description of security, please see the consolidated accounts.

Notes

Parent Company

	2020/21	2019/20
	kDKK	kDKK
3. Financial expenses		
Other interest expenses	(103)	(116)
Interest expenses shareholder loan	(137.673)	(129.965)
	<u>(137.776)</u>	<u>(130.081)</u>

4. Tax on profit/loss for the year

Current tax:

Tax on profit for the year	5.337	3.966
	<u>5.337</u>	<u>3.966</u>

Tax on profit/ loss for the year may be subdivided as follows:

Current tax	3.860	4.230
Adjustment of tax related to previous years	1.477	(264)
	<u>5.337</u>	<u>3.966</u>

Tax on profit/loss for the year may be explained as follows:

Calculated 22% tax on profit/loss for the year before tax	30.439	28.682
Non-taxable income and non-deductible costs	(26.579)	(24.452)
Adjustment of tax related to previous years	1.477	(264)
	<u>5.337</u>	<u>3.966</u>
Effective tax rate	<u>18%</u>	<u>14%</u>

5. Income taxes

Income taxes receivable, beg of the year	4.237	4.651
Current tax for the year	3.860	4.230
Adjustment of tax related to previous years	1.477	0
Tax settled	(1.797)	(4.644)
	<u>7.777</u>	<u>4.237</u>

6. Share capital

	2020/21		2019/20	
	Number of shares (000's)	Nominal value (kDKK)	Number of shares (000's)	Nominal value (kDKK)
<i>The share capital comprise:</i>				
A shares	153.977	1.539	118.337	1.183
B shares	557	6	557	6
	<u>154.534</u>	<u>1.545</u>	<u>118.894</u>	<u>1.189</u>

In 2020/21, 35.640.000 new A shares were issued at a nominal value of 356 kDKK.

Each class A- and each class B-share carries 1 vote.

7. Convertible loans

Convertible loans	<u>40.347</u>	<u>43.911</u>
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Convertible loans do not carry any interest.

Convertible loans are convertible into class A-shares at any time.

For each A-share of a nominal value of DKK 100 a corresponding DKK 1.000 of loans are converted.

Notes

Parent Company

8. Shareholder loans

Shareholder loans

	2020/21	2019/20
	kDKK	kDKK
	<u>1.496.190</u>	<u>1.358.517</u>

Shareholder loans carry interest at the rate of 10 % per year.

The loans are granted without any form of security in the company's assets.

9. Transactions with related parties

Layout Holdco A/S' related parties with significant influence include the company's shareholders, supervisory board and executive board as well as the said person's family members. Related parties also include companies in which the above-mentioned group of people have considerable interests. There have been no transactions with shareholders.

For more information, please see the consolidated accounts.

10. Subsidiaries

	Domicile	Owner share
BoConcept Holding A/S	Herning, Denmark	100%
BoConcept A/S	Ølgod, Denmark	100%
BoConcept Germany GmbH	Düsseldorf, Germany	100%
BoConcept France Sarl	Paris, France	100%
BoConcept Beaugrenelle Sarl	Paris, France	100%
BoConcept Ibericia SL	Madrid, Spain	100%
BoConcept Explotaciones Comerciale SL	Madrid, Spain	100%
BoConcept North America Inc.	Kansas, USA	100%
BoConcept USA Inc.	Delaware, USA	100%
BoConcept Franchise Inc.	Kansas, USA	100%
BoConcept Madison Inc.	New York, USA	100%
BoConcept Westchester NY, LLC.	New York, USA	100%
BoConcept Japan KK	Tokyo, Japan	100%
BC Design Holding Ltd.	Hong Kong, Hong Kong	100%
BoConcept Furniture Trading Co Ltd.	Shanghai, China	100%
BoConcept Retail China Ltd	Shanghai, China	100%
<i>Non-active companies</i>		
BoConcept Hong Kong Ltd	Hong Kong, Hong Kong	100%
BC Design Århus A/S	Ølgod, Denmark	100%