

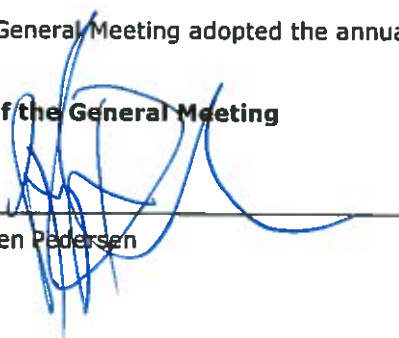
**Sunrise BidCo ApS**  
Kornvej 9  
7323 Give  
Business Registration No  
37835706

## **Annual report 2017**

The Annual General Meeting adopted the annual report on 3/5 2018

**Chairman of the General Meeting**

Name: Jørgen Pedersen



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## Entity details

### Entity

Sunrise BidCo ApS

Kornvej 9

7323 Give

Central Business Registration No (CVR): 37835706

Registered in: Vejle

Financial year: 01.01.2017 - 31.12.2017

### Board of Directors

Robin Kristofer Molvin, Chairman

Patrick Birger Kortman

Johannes Leonard Falkenburg

Ole Holm

Jeanette Aaen

### Executive Board

Henrik Frank Arens, CEO

### Auditors

Deloitte Statsautoriseret Revisionspartnerselskab

City Tower, Værkmestergade 2

8000 Aarhus C

## Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Sunrise BidCo ApS for the financial year 01.01.2017 - 31.12.2017.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017.

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

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

Given, 01.02.2018

### Executive Board



Henrik Frank Arens  
CEO

### Board of Directors



Robin Kristofer Molvin  
Chairman



Patrick Birger Kortman



Johannes Leonard Palkenburg



Ole Holm



Jeanette Aaen

## Independent auditor's report

### To the shareholders of Sunrise BidCo ApS

#### Opinion

We have audited the financial statements of Sunrise BidCo ApS for the financial year 01.01.2017 - 31.12.2017, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2017 and of the results of its operations for the financial year 01.01.2017 - 31.12.2017 in accordance with the Danish Financial Statements Act.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the Auditor's responsibilities for the audit of the financial statements section of this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act, and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

## Independent auditor's report

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements, and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

### **Statement on the management commentary**

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the management commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

## Independent auditor's report

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

Aarhus, 01.02.2018

### **Deloitte**

Statsautoriseret Revisionspartnerselskab

Central Business Registration No (CVR) 33963556



Thomas Rosquist Andersen

State Authorised Public Accountant

Identification No (MNE) 31482

## Management commentary

### Primary activities

Sunrise BidCo ApS is the parent company for Oase Outdoors ApS and provides management services to the group.

Oase Outdoors ApS is a leading name within the European camping/outdoor sector, distributing our own brand portfolio that comprises Outwell, Robens and Easy Camp, to a retail network that spans 45 countries.

In addition to our Danish headquarters we have sales offices in several European countries and long standing representation in Shanghai, China. Our primary activities are innovation, procurement, marketing and sales of camping equipment.

### Development in activities and finances

The income statement shows a profit of 13,3 MDKK compared to -7,1 MDKK last year and the balance sheet shows an equity of 166,2 MDKK compared to 152,9 MDKK. Management considers this a satisfactory result.

Comparison year encompasses the period from 29 Juni 2016 to 31 December 2016 with acquisition of the shares in Oase Outdoors ApS 1 September 2016.

### Events after the balance sheet date

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



## Income statement for 2017

	<u>Notes</u>	<u>2017 DKK</u>	<u>2016 DKK</u>
<b>Gross profit</b>		<b>4.207.065</b>	<b>(4.599.479)</b>
Staff costs	1	<u>(4.006.177)</u>	<u>(1.203.146)</u>
<b>Operating profit/loss</b>		<b>200.888</b>	<b>(5.802.625)</b>
Income from investments in group enterprises		17.000.000	0
Other financial expenses		<u>(4.921.802)</u>	<u>(1.638.011)</u>
<b>Profit/loss before tax</b>		<b>12.279.086</b>	<b>(7.440.636)</b>
Tax on profit/loss for the year		<u>1.038.602</u>	<u>372.990</u>
<b>Profit/loss for the year</b>		<b><u>13.317.688</u></b>	<b><u>(7.067.646)</u></b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		<u>13.317.688</u>	<u>(7.067.646)</u>
		<b><u>13.317.688</u></b>	<b><u>(7.067.646)</u></b>

## Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017</u> <u>DKK</u>	<u>2016</u> <u>DKK</u>
Investments in group enterprises		<u>329.153.082</u>	<u>329.153.082</u>
<b>Fixed asset investments</b>	<b>2</b>	<b><u>329.153.082</u></b>	<b><u>329.153.082</u></b>
<b>Fixed assets</b>		<b><u>329.153.082</u></b>	<b><u>329.153.082</u></b>
Receivables from group enterprises		503.114	1.359.701
Deferred tax		20.334	372.990
Other receivables		0	312.526
Income tax receivable		<u>1.171.994</u>	<u>0</u>
<b>Receivables</b>		<b><u>1.695.442</u></b>	<b><u>2.045.217</u></b>
<b>Cash</b>		<b><u>1.282.239</u></b>	<b><u>958.875</u></b>
<b>Current assets</b>		<b><u>2.977.681</u></b>	<b><u>3.004.092</u></b>
<b>Assets</b>		<b><u>332.130.763</u></b>	<b><u>332.157.174</u></b>

## Balance sheet at 31.12.2017

	<u>Notes</u>	<u>2017</u> <u>DKK</u>	<u>2016</u> <u>DKK</u>
Contributed capital		160.012.707	160.012.707
Retained earnings		<u>6.220.042</u>	<u>(7.097.646)</u>
<b>Equity</b>		<b><u>166.232.749</u></b>	<b><u>152.915.061</u></b>
Bank loans		93.361.748	108.714.584
Other payables		<u>51.950.000</u>	<u>50.833.333</u>
<b>Non-current liabilities other than provisions</b>	<b>3</b>	<b><u>145.311.748</u></b>	<b><u>159.547.917</u></b>
Current portion of long-term liabilities other than provisions	3	15.454.544	15.400.000
Bank loans		3.208.256	3.208.256
Other payables		<u>1.923.466</u>	<u>1.085.940</u>
<b>Current liabilities other than provisions</b>		<b><u>20.586.266</u></b>	<b><u>19.694.196</u></b>
<b>Liabilities other than provisions</b>		<b><u>165.898.014</u></b>	<b><u>179.242.113</u></b>
<b>Equity and liabilities</b>		<b><u>332.130.763</u></b>	<b><u>332.157.174</u></b>
Contingent liabilities	4		
Assets charged and collateral	5		

## Statement of changes in equity for 2017

	<b>Contributed capital DKK</b>	<b>Retained earnings DKK</b>	<b>Total DKK</b>
Equity beginning of year	160.012.707	(7.097.646)	152.915.061
Profit/loss for the year	0	13.317.688	13.317.688
<b>Equity end of year</b>	<b>160.012.707</b>	<b>6.220.042</b>	<b>166.232.749</b>

## Notes

	<u>2017</u> DKK	<u>2016</u> DKK
<b>1. Staff costs</b>		
Wages and salaries	4.006.177	1.203.146
	<u>4.006.177</u>	<u>1.203.146</u>
Average number of employees	<u>2</u>	

	<u>Investments in group enterprises DKK</u>
<b>2. Fixed asset investments</b>	
Cost beginning of year	<u>329.153.082</u>
Cost end of year	<u>329.153.082</u>
Carrying amount end of year	<u>329.153.082</u>

	<u>Registered in</u>	<u>Corpo- rate form</u>	<u>Equity inte- rest %</u>
Investments in group enterprises comprise:			
Oase Outdoors ApS	Vejle	ApS	100,0

	<u>Due within 12 months 2017 DKK</u>	<u>Due within 12 months 2016 DKK</u>	<u>Due after more than 12 months 2017 DKK</u>	<u>Outstanding after 5 years DKK</u>
<b>3. Liabilities other than provisions</b>				
Bank loans	15.454.544	15.400.000	93.361.748	0
Other payables	0	0	51.950.000	51.950.000
	<u>15.454.544</u>	<u>15.400.000</u>	<u>145.311.748</u>	<u>51.950.000</u>

## Notes

### **4. Contingent liabilities**

The Entity participates in a Danish joint taxation arrangement with RF af 20.12.2015 A/S serving as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Entity is therefore liable from the financial year 2016 for income taxes etc. for the jointly taxed entities and from 18 August 2016 for obligations, if any, relating to the withholding of tax on interest, royalties and dividends for the jointly taxed entities. The jointly taxed entities' total known net liability under the joint taxation arrangement is disclosed in the administration company's financial statements.

### **5. Assets charged and collateral**

Sunrise BidCo ApS has pledged its shares in Oase Outdoors ApS for its own commitment with Jyske Bank.

Sunrise BidCo ApS has provided a guarantee for Oase Outdoors ApS' commitment with Jyske Bank.

## Accounting policies

### Reporting class

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

### Consolidated financial statements

Referring to S. 112(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared. The financial statements of Sunrise BidCo ApS and its group enterprises are included in the consolidated financial statements of Ratos AB.

### Non-comparability

The income statement covers 12 months but as the company was established 29 June 2016 with acquisition of the shares in Oase Outdoors ApS 1 September 2016 the comparative figures covers 4 month.

### Recognition and measurement

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

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

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

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

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

### Income statement

#### Gross profit or loss

Gross profit or loss comprises revenue and external expenses.

#### Revenue

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

## Accounting policies

### Other external expenses

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

### Staff costs

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

### Income from investments in group enterprises

Income from investments in group enterprises comprises the pro rata share of the individual enterprises' profit/loss after full elimination of intra-group profits or losses.

### Other financial expenses

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

### Tax on profit/loss for the year

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

### Balance sheet

#### Investments in group enterprises

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

#### Receivables

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

#### Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

#### Income tax payable or receivable

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



## **Accounting policies**

### **Cash**

Cash comprises cash in hand and bank deposits.

### **Other financial liabilities**

Other financial liabilities are measured at amortised cost.