

Sunrise TopCo ApS

Kornvej 9

7323 Give

Central Business Registration No

37940682

Annual report 2016

The Annual General Meeting adopted the annual report on 06.04.2017

Chairman of the General Meeting

Name:

JØRGEN PEDERSEN

Contents

	<u>Page</u>
Entity details	1
Statement by Management on the annual report	2
Independent auditor's report	3
Management commentary	6
Income statement for 2016	7
Balance sheet at 31.12.2016	8
Statement of changes in equity for 2016	10
Notes	11
Accounting policies	12

Entity details

Entity

Sunrise TopCo ApS

Kornvej 9

7323 Give

Central Business Registration No: 37940682

Registered in: Give

Financial year: 18.08.2016 - 31.12.2016

Board of Directors

Robin Kristofer Molvin, president

Johannes Leonard Falkenburg

Martin Olav Højbjerg Nielsen

Ole Holm

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 TopCo ApS for the financial year 18.08.2016 - 31.12.2016.

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

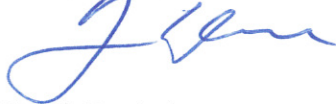
In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 18.08.2016 - 31.12.2016.

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.

Give, 08.02.2017

Executive Board



Henrik Frank Arens
CEO

Board of Directors



Robin Kristofer Molvin
president



Ole Holm



Johannes Leonard Falkenburg



Martin Olav Højbjerg Nielsen



Independent auditor's report

To the shareholders of Sunrise TopCo ApS

Opinion

We have audited the financial statements of Sunrise TopCo ApS for the financial year 18.08.2016 - 31.12.2016, 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 31.12.2016 and of the results of its operations for the financial year 18.08.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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, 08.02.2017

Deloitte

Statsautoriseret Revisionspartnerselskab

Central Business Registration No: 33963556



Thomas Rosquist Andersen

State Authorised Public Accountant

Management commentary

Primary activities

Sunrise TopCo ApS is the parent company for Sunrise BidCo ApS and Oase Outdoors ApS.

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.

Ratos, the new majority owner

In 2016, Ratos acquired approximately 80 per cent of the shares in the group.

Ratos is a Swedish long-term investment company that owns and develops unlisted medium-sized companies in the Nordic region. It is listed on Nasdaq OMX Stockholm with a market capitalization of approximately SEK 15 billion per year-end 2016. Ratos has a strong financial position with net liquidity exceeding SEK 2 billion.

Founded in 1866, Ratos has a long tradition of active ownership and its vision is to be perceived as the best owner company in the Nordic region. This is achieved by a entrepreneurial, and responsible exercise of its ownership role in a number of selected companies and investment situations, with a strong focus on the creation of long-term values. Ratos has contributed to Oase Outdoors in the strategic development of the company and by providing financial support to strengthen the balance sheet and support growth plans.

Development in activities and finances

Sunrise TopCo ApS acquired through Sunrise BidCo ApS the shares in Oase Outdoors ApS 1 September 2016. The income statement shows a loss of 0 MDKK and the balance sheet shows an equity of 160,0 MDKK. Management considers this as expected.

Events after the balance sheet date

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

Income statement for 2016

	<u>Notes</u>	<u>2016 DKK</u>
Other external expenses		(12.500)
Operating profit/loss		(12.500)
Financial expenses from group enterprises		(273)
Profit/loss before tax		(12.773)
Tax on profit/loss for the year		2.810
Profit/loss for the year		(9.963)
Proposed distribution of profit/loss		
Retained earnings		(9.963)
		(9.963)

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016</u> <u>DKK</u>
Investments in group enterprises		160.012.708
Fixed asset investments	1	<u>160.012.708</u>
Fixed assets		<u>160.012.708</u>
Deferred tax		2.810
Receivables		<u>2.810</u>
Current assets		<u>2.810</u>
Assets		<u>160.015.518</u>

Balance sheet at 31.12.2016

	<u>Notes</u>	<u>2016</u> <u>DKK</u>
Contributed capital		160.012.707
Retained earnings		<u>(47.463)</u>
Equity		<u>159.965.244</u>
Payables to group enterprises		37.774
Other payables		<u>12.500</u>
Current liabilities other than provisions		<u>50.274</u>
Liabilities other than provisions		<u>50.274</u>
Equity and liabilities		<u>160.015.518</u>
Contingent liabilities	2	
Mortgages and securities	3	

Statement of changes in equity for 2016

	Contributed capital DKK	Retained earnings DKK	Total DKK
Contributed upon formation	160.012.707	0	160.012.707
Other equity postings	0	(37.500)	(37.500)
Profit/loss for the year	0	(9.963)	(9.963)
Equity end of year	160.012.707	(47.463)	159.965.244

Notes

	Investments in group enterprises DKK
	<u>DKK</u>
1. Fixed asset investments	
Additions	160.012.708
Cost end of year	<u>160.012.708</u>
Carrying amount end of year	<u>160.012.708</u>

	<u>Registered in</u>	Corpo- rate form	Equity inte- rest %
Investments in group enterprises comprise:			
Sunrise Bidco ApS	Give	ApS	100,0

2. Contingent liabilities

The Entity participates in a Danish joint taxation arrangement with RF af 20.12.2015 ApS 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 1 July 2012 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.

3. Mortgages and securities

Sunrise TopCo ApS has pledged its shares in Sunrise BidCo ApS for the group's engagement 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 TopCo ApS and its group enterprises are included in the consolidated financial statements of Ratos AB.

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

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.

Financial expenses from group enterprises

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

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.

Accounting policies

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.

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.

Other financial liabilities

Other financial liabilities are measured at amortised cost.