Femilet A/S

Tulstrupvej 13 7430 Ikast

CVR no. 37 99 95 12

Annual report 2015

The annual report was presented and adopted at the annual general meeting of the Company on 20 May 2016

Chairman



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Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Femilet A/S for the financial year 1 January - 31 December 2015.

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

It is our opinion that the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2015 and of the result of the Company's operations and cash flows for the year 1 January - 31 December 2015.

In our opinion, the Management's review includes a fair review of the development in the Company's operations and financial matters, of the results for the year and of the Company's financial position.

We recommend that the annual report be approved at the annual general meeting.

Ikast, 20 May 2016

Executive Board

Rasmus Leth Johanson, CEO

Board of Directors

Patrice Jean François Kretz

Chairman

Bénédicte Marie Fanny Huriez

François Pol André Jean



KPMG Statsautoriseret Revisionspartnerselskab Bredskifte Allé 13 8210 Aarhus Denmark

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Independent auditor's report

To the Shareholder of Femilet A/S

Independent auditor's report on the financial statements

We have audited the financial statements of Femilet A/S for the financial year 1 January - 31 December 2015. The financial statements comprise accounting policies, income statement, balance sheet, cash flow statement and notes. The financial statements are prepared in accordance with the Danish Financial Statements Act.

Management's responsibility 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 that Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

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

Our audit has not resulted in any qualification.



Independent auditor's report

Opinion

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2014 and of the results of the Company's operations and cash flows for the financial year 1 January - 31 December 2014 in accordance with the Danish Financial Statements Act.

Statement on the Management's review

Pursuant to the Danish Financial Statements Act, we have read the Management's review. We have not performed any further procedures in addition to the audit of the financial statements. On this basis, it is our opinion that the information provided in the Management's review is consistent with the financial statements.

Aarhus, 20 May 2016

KPMG

Statsautoriseret Revisionspartnerselskab

Michael Mortensen

State Authorised Public Accountant



Management's review

Company details

Company

Femilet A/S Tulstrupvej 13 7430 Ikast

CVR no.:

37 99 95 12

Financial year: Incorporated:

1 January - 31 December 27 November 1945

Registered office:

Ikast-Brande

Board of Directors

Patrice Jean François Kretz, Chairman

Bénédicte Marie Fanny Huriez

François Pol André Jean

Executive Board

Rasmus Leth Johanson, CEO

Auditor

KPMG

Statsautoriseret Revisionspartnerselskab

Bredskifte Allé 13 DK - 8210 Aarhus

Denmark

Bankers

Handelsbanken Vestergade 2

DK - 7430 Ikast



Management's review

Financial highlights

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	2015	2014	2013	2012	2011
Key figures	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Gross profit	27,244	29,478	27,189	28,051	27,667
Profit/loss before financial income	10 #00	2.22	4		
and expenses	-10,520	-8,935	-11,759	-10,024	-9,061
Profit/loss from financial income and	-754	-660	1.015	1.146	020
expenses			-1,015	-1,146	-939
Profit/loss for the year	-13,914	-9,595	-13,086	-11,222	-10,057
Balance sheet					
Non-current assets	7,611	5,629	7,856	10,441	12,813
Current assets	51,845	48,480	55,686	50,876	40,585
Balance sheet total	57,435	54,109	63,542	61,317	53,398
Share capital	12,333	12,333	12,200	12,100	12,000
Equity	11,077	24,991	14,586	12,672	8,894
Non-current liabilities other than					
provisions	6,398	8,367	8,336	10,304	12,242
Current liabilities other than					
provisions	39,959	20,751	40,620	38,341	32,262
Cash flows from:					
- operating activities	-10,605	-7,349	-13,094	-11,390	-4,466
- investing activities	-3,383	33	-75.1	-1,173	-1,337
- including investment in property,					
plant and equipment	-2,133	-328	-663	393	850
- financing activities	12,958	4,333	13,000	13,000	5,500
Change in cash and cash equivalents					
for the year	-1,030	-2,983	-845	437	~303
Ratios					
Current ratio	119%	213%	137%	133%	126%
Solvency ratio	19%	46%	23%	21%	17%
Return on equity	-77%	-48%	-96%	-104%	-79%
Average number of employees	91	90	94	96	89
- · ·					

Financial ratios are calculated in accordance with the Danish Society of Financial Analysts' guidelines on the calculation of financial ratios "Recommendations and Financial Ratios 2015". For terms and definitions, please see the accounting policies.

The financial highlights for 2012 and 2011 have been restated in accordance with the uniting-of-interests method following the merger with Chantelle ApS.



Management's review

Operating review

Principal activities of the Company

The Company is engaged in the design, development, marketing and sale of lingerie and related products.

The Company's products are distributed through two sales channels. One channel comprises department stores and specialised shops in Denmark and on selected export markets. The other channel comprises concept stores which Femilet either owns or runs on a franchise basis.

Development in activities and financial position

For 2015, the Company reported af loss of DKK 13,914 thousand (2014: DKK 9,595 thousand). The loss is considered unsatisfactory and is below expectations of last year.

In 2010, the French lingerie Group, Chantelle, acquired the Company, and a long-term plan was subsequently prepared for the Company. The implementation of these plans is in process and will continue in the years ahead.

2015 was yet another year with a market under pressure, and the financial crisis still impacts on the consumers' willingness to buy. Furthermore, the development in the USD exchange rate has negatively impacted the result for 2015. Nevertheless, Management has chosen to continously strengthen the organisation and to invest in the market.

The shareholder of the Company continues to support this process and will provide financial support to the Company to secure the long term financial basis for its operations. A capital injection of DKK 22 million has been conducted on 10 May 2016.

At the beginning of 2013, the Company merged with Chantelle ApS. Consequently, the financial highlights were restated in accordance with the uniting-of-interests method.

Outlook

It is the strategy of the Company to further strengthen its business activities going forward and in this way foster profitable growth. The Company expects to report improved results for 2016.



Management's review

Operating risks

Femilet develops fashion-oriented products and is thereby dependent on current fashion trends. The related sourcing risk is only of a minor scale as a considerable part of sales takes place prior to purchase planning.

The vast part of the Company's purchases is made in EUR, USD and HKD. It is company policy to hedge significant purchase orders in USD and HKD.

Intellectual capital

Femilet's staff of qualified employees makes up an important asset for the continued development of the Company. The Company's key competences lie within the areas design, model construction and logistics as well as a well-documented and tried-and-tested retailers' concept.

Events after the balance sheet date

No events have occurred after the balance sheet date that may have influence on the assessment of the annual report for 2015.



Accounting policies

The annual report of Femilet A/S for 2015 has been prepared in accordance with the provisions applying to reporting class C medium-sized enterprises under the Danish Financial Statements Act.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables, payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit

The Company relies on the regulations in Section 32 of the Danish Financial Statements Act, and accordingly the Company's revenue has not been disclosed.

Gross profit comprises revenue, cost of goods sold and other external expenses.

Revenue

Income from the sale of goods, comprising the sale of lingerie, is recognised in the income statement when delivery and transfer of risk to the buyer have taken place and provided that the income can be reliably measured and is expected to be received.

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

Cost of goods sold

Cost of goods sold comprise direct and indirect costs incurred to generate revenue, including costs for sale and distribution of goods sold.



Accounting policies

Other external costs

Other external costs comprise costs for distribution, sale, advertising, administration, premises, bad debt losses, operating leases, etc.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance and pensions, and other social security costs, etc., for the Company's employees. Refunds received from public authorities are deducted from staff costs.

Financial income and expenses

Financial income and expenses comprise interest income and expense, realised and unrealised gains and losses on transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax scheme, etc.

Tax on profit/loss

Tax for the year comprises current tax for the year and changes in deferred tax. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Intangible assets

Intangible assets are measured at cost less accumulated amortisation.

The basis of amortisation is cost less any residual values, and amortisation is provided on a straight-line basis over the expected useful life. The expected useful lives are as follows:

Earnest money and trademarks 10 years.

The amortisation period is determined based on the expected economic life of the strategic investment of earnest money and trademarks.

Intangible assets are written down to their recoverable amount if this is lower than the carrying amount. Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired.



Accounting policies

Property, plant and equipment

Leasehold improvements, fixtures and fittings other plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date on which the asset is available for use.

The basis of depreciation is cost less any residual values, and depreciation is provided on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Leasehold improvements 3-10 years Fixtures and fittings, tools and equipment 3-5 years

Depreciation is recognised in the income statement under depreciation.

Gains and losses on the disposal of property, plant and equipment are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses are recognised in the income statement as other operating income or other operating costs, respectively.

Investments

Investments comprise deposit measured at amortised cost.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale are measured at cost, comprising purchase price plus delivery costs.

The net realisable value of inventories is calculated as the sales amount 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. Write-down is made for bad debt losses according to an individual assessment.



Accounting policies

Prepayments

Prepayments comprise costs incurred concerning subsequent financial years.

Corporation tax and deferred tax

Current tax payable and receivable is recognised on 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 using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the planned use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax value of tax loss carry-forwards, is measured at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance to the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Liabilities other than provisions

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost, corresponding to the capitalised value using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Other liabilities are measured at net realisable value.

Cash Flow Statement

The cash flow statement shows the Company's cash flows from operating, investing and financing activities for the year, the year's changes in cash and cash equivalents as well as the Company's cash and cash equivalents at the beginning and end of the year.

Cash flows from operating activities

Cash flows from operating activities are calculated as the profit/loss for the year adjusted for non-cash operating items, changes in working capital and corporation tax paid.



Accounting policies

Cash flows from investing activities

Cash flows from investing activities comprise payments in connection with acquisitions and disposals of enterprises and activities, intangible assets, property, plant and equipment and investments.

Cash flows from financing activities

Cash flows from financing activities comprise changes in the size or composition of the Company's share capital and related costs as well as the raising of loans, repayment of interest-bearing debt and payment of dividends to shareholders.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities which are freely convertible into cash and which are subject to only an insignificant risk of changes in value.

Financial ratios

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Current ratio Current assets total x 100/Current liabilities

Solvency ratio Equity at year end x 100 / Total assets

Return on equity Profit/loss for the year x 100 / Average equity



Income statement

	Note	2015 DKK'000	2014 DKK'000
Gross profit		27,244	29,478
Staff costs Depreciation and amortisation of and impairment losses on	2	-36,363	-36,220
property, plant and equipment and intangible assets		-1,401	-2,193
Profit/loss before financial income and expenses		-10,520	-8,935
Financial income	3	3	5
Financial expenses	4	-757	-665
Profit/loss before tax		-11,274	-9,595
Tax on profit/loss		-2,640	0
Profit for the year		-13,914	-9,595
Proposed distribution of loss			
Retained earnings		-13,914	-9,595
		-13,914	-9,595



Balance sheet

	Note	2015 DKK'000	2014 DKK'000
Assets			
Trademarks		15	24
Earnest money		1,850	1,286
Intangible assets	5	1,865	1,310
Fixtures and fittings, tools and equipment		1,786	789
Leasehold improvements		1,038	708
Property, plant and equipment	6	2,824	1,497
Deposits	7	2,922	2,822
Investments		2,922	2,822
Total non-current assets		7,611	5,629
Goods for resale		38,998	32,052
Inventories		38,998	32,052
Trade receivables		6,861	8,104
Amounts owned by group enterprises		852	902
Other receivables		97	554
Deferred tax asset		0	2,640
Prepayments	8	639	821
Receivables	,	8,449	13,021
Cash at bank and in hand		2,377	3,407
Total current assets	,	49,824	48,480
Total assets	:	57,435	54,109



Balance sheet

	Note	2015 DKK'000	2014 DKK'000
Equity and liabilities			
Share capital		12,333	12,333
Retained earnings		-1,256	12,658
Total equity	9	11,077	24,991
Credit institutions		4,398	6,367
Total non-current liabilities	10	4,398	6,367
Credit institutions	10	2,251	7,599
Trade payables		6,525	4,951
Amounts owned to group enterprises		20,513	238
Other payables	,	12,671	9,963
Total current liabilities		41,960	22,751
Total liabilities		46,358	29,118
Total equity and liabilities		57,435	54,109
Cash resources	1		
Contractual obligations, contingencies, etc.	11		
Mortgages and collateral	12		
Related parties and ownership	13		



Cash flow statement

	Note	2015 DKK'000	2014 DKK'000
Profit/Loss for the year		-13,914	-9,595
Adjustments	14	4,795	2,853
Change in working capital	15	-732	53
Cash flows from operating activities before financial income and expenses		-9,851	-6,689
Financial income		2	-
		3	5
Financial expenses		<u>-757</u>	-665
Cash flows from operating activities		-10,605	-7,349
Purchase of intangible assets		-1,150	-70
Purchase of property, plant and equipment		-2,133	-328
Investments in property, plant and equipment, etc.		-100	431
Cash flows from investing activities		-3,383	33
Repayment of loans from credit institutions		-7,317	-4,667
Repayment of payables to group enterprises		20,275	-11,000
Cash capital increase		0	20,000
Cash flows from financing activities		12,958	4,333
Change in cash and cash equivalents		-1,030	-2,983
Cash and cash equivalents at 1 January 2015		3,407	6,390
Cash and cash equivalents at 31 December 2015		2,377	3,407
Cash and cash equivalents are specified as follows:			
Cash at bank and in hand		2,377	3,407
Cash and cash equivalents at 31 December 2015		2,377	3,407
			· · · · · · · · · · · · · · · · · · ·



Notes

1 Cash resources

The shareholders of Femilet A/S have conducted a capital increase with a total of DKK 22 million as of 10 May 2016.

		2015	2014
2	Staff costs	DKK'000	DKK'000
	Wages and salaries	33,009	32,896
	Pensions	2,507	2,505
	Other social security costs	847	819
		36,363	36,220
	Average number of employees	91	90

Remuneration of the Company's Management and Board of Directors is not disclosed pursuant to section 98 B(3)(ii) of the Danish Financial Statements Act.

3	Financial income	2015 DKK'000	
	Other financial income	3	5
		3	5
4	Financial expenses		
	Financial expenses, group enterprises	197	89
	Other financial expenses	560	576
		757	665



Notes

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5	Intangible assets
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		Trademarks	Earnest money	Total
	G	DKK'000	DKK'000	DKK'000
	Cost at 1 January 2015	93	13,535	13,628
	Additions for the year	0	1,150	1,150
	Cost at 31 December 2015	93	14,685	14,778
	Amortisation at 1 January 2015	69	12,249	12,318
	Amortisation for the year	9	586	595
	Amortisation at 31 December 2015	78	12,835	12,913
	Carrying amount at 31 December 2015	15	1,850	1,865
	Amortised over	10 years	10 years	
	Allorised over			
í	Property, plant and equipment			
		Fixtures and		
		fittings, tools	Leasehold	
		and equipment	improvements	Total
	Cost at 1 January 2015	DKK'000	DKK'000	DKK'000
	-	16,431	11,996	28,427
	Additions for the year	1,400	733	2,133
	Cost at 31 December 2015	17,831	12,729	30,560
	Impairment losses and depreciation at 1 January			
	2015	15,642	11,288	26,930
	Depreciation for the year	403	403	806
	Impairment losses and depreciation at 31			
	December 2015	16,045	11,691	27,736
	Carrying amount at 31 December 2015	1,786		2,824
	Depreciated over	3-5 years	3-10 years	
	Doptorium O.M.	55,0418		



Notes

7 Investments

	Deposits
	DKK'000
Cost at 1 January 2015	2,822
Additions for the year	100
Cost at 31 December 2015	2,922
Carrying amount at 31 December 2015	2,922

8 Prepayments

Prepayments consist of prepaid expenses concerning insurance premiums, IT licences and prepaid marketing costs.



Notes

9 Equity

	Retained		
	Share capital	earnings	Total
	DKK'000	DKK'000	DKK'000
Equity at 1 January 2015	12,333	12,658	24,991
Profit/loss for the year	0	-13,914	-13,914
Equity at 31 December 2015	12,333	-1,256	11,077

The share capital consists of 12,333,333 shares of a nominal value of DKK 12,333,333. No shares carry any special rights.

Changes in share capital are specified as follows:

	2015	2014	2013	2012	2011
	DKK'000	DKK'000	DKK'000	DKK'000	DKK'000
Share capital at 1					
January 2015	12,333	12,200	12,100	12,000	12,000
Additions for the year	0	133	100	100	0
Share capital at 31 December 2015	12,333	12,333	12,200	12,100	12,000

10 Non-current liabilities

	2015	2014
Credit institutions	DKK'000	DKK'000
Between 1 and 5 years	4,398	6,367
Non-current portion	4,398	6,367
Within I year	2,000	2,000
Other short-term debt to credit institutions	251	5,599
Current portion	2,251	7,599
	6,649	13,966



Notes

11 Contractual obligations, contingencies, etc.

The Company has entered into agreements on the lease of premises representing a total rent obligation of DKK 12.4 million.

Lease obligations (operating leases) are due within five years at a total of DKK 2.5 million.

Company has provided a guarantee for a third party overdraft facility of DKK 0.6 million.

12 Mortgages and collateral

A company charge of DKK 21 million has been provided as collateral for amounts owed to credit institutions secured upon fixtures and fittings, tools and equipment, inventories and trade receivables representing a carrying amount of DKK 48.3 million at 31 December 2015 and a chattel mortgage registered to the owner of DKK 2 million secured upon leasehold improvements and related equipment at a carrying amount of DKK 1 million at 31 December 2015 has been provided.

Through credit institutions, the Company has provided guarantees totalling DKK 325 thousand.



Notes

13 Related parties and ownership

Femilet A/S' related parties comprise the following:

Control

Chantelle SA, France holds the majority of the share capital in the Company.

Ownership

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

Chantelle SA 8/10 Rue De Provigny BP 60137 94234 Cachan France

		2015	2014
		DKK'000	DKK'000
14	Cash flow statement - adjustments		
	Financial income	-3	-5
	Financial expenses	757	665
	Depreciation, amortisation and impairment losses	1,401	2,193
	Tax on profit/loss	2,640	0
		4,795	2,853
		2015	2014
			DKK'000
15	Cash flow statement - change in working capital	Distriction	Diffe
	Change in inventories	-6,946	3,173
	Change in receivables	1,932	1,051
	Change in trade payables, etc.	4,282	-4,171