

New Balance Denmark ApS

Indekildevej 6 D, 1., 9210 Aalborg SØ

Company reg. no. 38 00 93 03

Annual report

1 January - 31 December 2018

The annual report was submitted and approved by the general meeting on the 11 June 2019.

Paul Richard Gauron
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

Management's report

The executive board has today presented the annual report of New Balance Denmark ApS for the financial year 1 January to 31 December 2018.

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

We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position at 31 December 2018 and of the company's results of its activities in the financial year 1 January to 31 December 2018.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

The annual report is recommended for approval by the general meeting.

Aalborg, 11 June 2019

Executive board

Paul Richard Gauron

John Kelly Withee

Francis Paul Allen

Independent auditor's report

To the shareholder of New Balance Denmark ApS

Opinion

We have audited the annual accounts of New Balance Denmark ApS for the financial year 1 January to 31 December 2018, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2018 and of the results of the company's operations for the financial year 1 January to 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with international standards on auditing and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the below section "Auditor's responsibilities for the audit of the annual accounts". We are independent of the company in accordance with international ethics standards for accountants (IESBA's Code of Ethics) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these standards and requirements. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

The management's responsibilities for the annual accounts

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

In preparing the annual accounts, the management is responsible for evaluating the company's ability to continue as a going concern, and, when relevant, disclosing matters related to going concern and using the going concern basis of accounting when preparing the annual accounts, unless the management either intends to liquidate the company or to cease operations, or if it has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the annual accounts

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

As part of an audit conducted in accordance with international standards on auditing and the additional requirements applicable in Denmark, we exercise professional evaluations and maintain professional scepticism throughout the audit. We also:

Independent auditor's report

- Identify and assess the risks of material misstatement in the annual accounts, whether due to fraud or error, design and perform audit procedures in response 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 the risk of not detecting a misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of the 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 company's internal control.
- Evaluate the appropriateness of accounting policies used by the management and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of the management's preparation of the annual accounts being based on the going concern principle and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may raise significant doubt about the 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 annual accounts 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 company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the annual accounts, including the disclosures in the notes, and whether the annual accounts reflect 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 the internal control that we identify during our audit.

Statement on the management's review

The management is responsible for the management's review.

Our opinion on the annual accounts does not cover the management's review, and we do not express any kind of assurance opinion on the management's review.

In connection with our audit of the annual accounts, our responsibility is to read the management's review and in that connection consider whether the management's review is materially inconsistent with the annual accounts or our knowledge obtained during the audit, or whether it otherwise appears to contain material misstatement.

Independent auditor's report

Furthermore, it is our responsibility to consider whether the management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we believe that the management's review is in accordance with the annual accounts and that it has been prepared in accordance with the requirements of the Danish Financial Statement Acts. We did not find any material misstatement in the management's review.

Copenhagen, 11 June 2019

Grant Thornton

State Authorised Public Accountants
Company reg. no. 34 20 99 36

Brian Rasmussen

State Authorised Public Accountant
mne30153

Kasper Sone Randrup

State Authorised Public Accountant
mne36175

Company data

The company

New Balance Denmark ApS

Indekildevej 6 D, 1.

9210 Aalborg SØ

Company reg. no. 38 00 93 03

Established: 15 September 2016

Domicile: Aalborg

Financial year: 1 January 2018 - 31 December 2018

2nd financial year

Executive board

Paul Richard Gauron

John Kelly Withee

Francis Paul Allen

Auditors

Grant Thornton, Statsautoriseret Revisionspartnerselskab

Stockholmsgade 45

2100 København Ø

Parent company

New Balance Holding (U.K) Limited

Management's review

The principal activities of the company

The principal activities are to import, export, distribute, and sell sportswear and other hearby related products.

Development in activities and financial matters

The gross profit for the year is DKK 11.483.000 against DKK -1.961.000 last year. The results from ordinary activities after tax are DKK -897.000 against DKK -2.269.000 last year. The management consider the results satisfactory.

The Comapny's equity is negative in the amount of DKK 3.166.311 at 31 December 2018. At the Company's annual general meeting the Company's financial position will be addressed in accordance with the Danish Companies Act, section 119. The parent company, have issued a letter of support to the Company.

Accounting policies used

The annual report for New Balance Denmark ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

Translation of foreign currency

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials.

Debtors, creditors, and other monetary items in foreign currency are translated by using the closing rate. The difference between the closing rate and the rate at the time of the occurrence or the recognition in the latest annual accounts of the amount owed or the liability is recognised in the profit and loss account under financial income and expenses.

Fixed assets and other non-monetary assets acquired in foreign currency and which are not considered to be investment assets purchased in foreign currencies are measured at the exchange rate on the transaction date.

Currency adjustment of balances with group enterprises abroad that are considered part of the total investment in group enterprises are recognised directly in the equity. Likewise, foreign exchange gains and losses on loans and derived financial instruments for currency hedging independent group enterprises abroad are recognised in the equity.

The profit and loss account

Gross profit

The gross profit comprises the net turnover, changes in inventories of finished goods, other operating income, and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Costs of sales includes costs for the purchase of raw materials and consumables less discounts and changes in inventories.

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, and loss on debtors.

Accounting policies used

Staff costs

Staff costs include salaries and wages including holiday allowances, pensions and other costs for social security etc. for staff members. Staff costs are less public reimbursements.

Depreciation, amortisation and writedown

Depreciation, amortisation and writedown comprise depreciation on, amortisation of and writedown relating to intangible and tangible fixed assets respectively.

Net financials

Net financials comprise interest, realised and unrealised capital gains and losses concerning financial assets and liabilities, amortisation of financial assets and liabilities, additions and reimbursements under the Danish tax prepayment scheme, etc. Financial income and expenses are recognised in the profit and loss account with the amounts that concerns the financial year.

Tax of the results for the year

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The balance sheet

Tangible fixed assets

Tangible fixed assets are measured at cost with deduction of accrued depreciation and writedown.

The basis of depreciation is cost with deduction of any expected residual value after the end of the useful life of the asset. The amortisation period and the residual value are determined at the acquisition date and reassessed annually. If the residual value exceeds the book value, the amortisation discontinues.

If the amortisation period or the residual value is changed, the effect on amortisation will in the future be recognised as a change in the accounting estimates.

The cost comprises the acquisition cost and costs directly attached to the acquisition until the time when the asset is ready for use.

The cost of a total asset is divided into separate components. These components are depreciated separately, the useful lives of each individual components differing.

Depreciation takes place on a straight line basis and based on an evaluation of the expected useful life:

	<i>Useful life</i>
<i>Other plants, operating assets, fixtures and furniture</i>	<i>3-7 years</i>

Accounting policies used

Minor assets with an expected useful life of less than 1 year are recognised as costs in the profit and loss account in the year of acquisition.

Profit or loss deriving from the sales of tangible fixed assets is measured as the difference between the sales price reduced by the selling costs and the book value at the time of the sale. Profit or losses are recognised in the profit and loss account as other operating income or other operating expenses.

Leasing contracts

All other leasing contracts are considered operational leasing. Payments in connection with operational leasing and other rental agreements are recognised in the profit and loss account over the term of the contract. The company's total liabilities concerning operational leasing and rental agreements are recognised under contingencies etc.

Writedown of fixed assets

The book values of both intangible and tangible fixed assets as well as equity investments in subsidiaries and associated enterprises are subject to annual impairment tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets respectively. Writedown takes place to the recoverable amount, if this value is lower than the book value.

The recoverable value is equal to the value of the net selling price or the value in use, whichever is higher. The value in use is determined as the present value of the expected net cash flow deriving from the use of the asset or the group of assets.

Previously recognised writedown is reversed when the condition for the writedown no longer exist. Writedown relating to goodwill is not reversed.

Debtors

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

Accrued income and deferred expenses

Accrued income and deferred expenses recognised under assets comprise incurred costs concerning the next financial year.

Available funds

Available funds comprise cash at bank.

Accounting policies used

Corporate tax and deferred tax

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

Deferred tax assets, including the tax value of tax losses eligible for carry-over, are recognised at the value at which they are expected to be realisable, either by settlement against tax of future earnings or by set-off in deferred tax liabilities within the same legal tax unit.

Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax.

Liabilities

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

Profit and loss account

All amounts in DKK.

<u>Note</u>	<u>1/1 2018 - 31/12 2018</u>	<u>15/9 2016 - 31/12 2017</u>
Gross profit	11.482.514	-1.961.320
2 Staff costs	-10.920.540	-292.142
Depreciation and writedown relating to tangible fixed assets	-254.269	0
3 Other financial costs	-1.159.179	-25
Results before tax	-851.474	-2.253.487
4 Tax on ordinary results	-46.024	-15.326
Results for the year	-897.498	-2.268.813
Proposed distribution of the results:		
Allocated from results brought forward	-897.498	-2.268.813
Distribution in total	-897.498	-2.268.813

Balance sheet 31 December

All amounts in DKK.

Assets			
<u>Note</u>		<u>2018</u>	<u>2017</u>
Fixed assets			
5	Other plants, operating assets, and fixtures and furniture	1.482.562	63.699
	Tangible fixed assets in total	1.482.562	63.699
	Deposits	189.338	189.338
	Financial fixed assets in total	189.338	189.338
	Fixed assets in total	1.671.900	253.037
Current assets			
	Trade debtors	10.848.830	0
	Amounts owed by group enterprises	6.219.749	0
	Other debtors	0	87.548
	Accrued income and deferred expenses	456.766	53.736
	Debtors in total	17.525.345	141.284
	Available funds	3.914.450	2.434.946
	Current assets in total	21.439.795	2.576.230
	Assets in total	23.111.695	2.829.267

Balance sheet 31 December

All amounts in DKK.

Equity and liabilities			
<u>Note</u>		<u>2018</u>	<u>2017</u>
Equity			
6	Contributed capital	50.000	50.000
7	Results brought forward	-3.166.311	-2.268.813
	Equity in total	-3.116.311	-2.218.813
Provisions			
	Provisions for deferred tax	61.350	15.326
	Provisions in total	61.350	15.326
Liabilities			
	Subordinate loan capital	6.940.270	0
	Long-term liabilities in total	6.940.270	0
	Prepayments received from customers	307.699	0
	Trade creditors	412.602	1.995.377
	Debt to group enterprises	12.078.715	2.959.736
	Other debts	6.427.370	77.641
	Short-term liabilities in total	19.226.386	5.032.754
	Liabilities in total	26.166.656	5.032.754
	Equity and liabilities in total	23.111.695	2.829.267

1 Uncertainties concerning the enterprise's ability to continue as a going concern**8 Contingencies**

Notes

All amounts in DKK.

1. Uncertainties concerning the enterprise's ability to continue as a going concern

The Company's equity is negative in the amount of DKK 3.166.311 at 31 December 2018. At the Company's annual general meeting the Company's financial position will be addressed in accordance with the Danish Companies Act, section 119. The parent company, have issued a letter of support to the Company and its loan capital of DKK 6.940.270 is subordinated and stand behind other creditors.

	1/1 2018 - 31/12 2018	15/9 2016 - 31/12 2017
2. Staff costs		
Salaries and wages	9.688.116	254.567
Pension costs	1.232.424	37.575
	10.920.540	292.142
Average number of employees	14	3
3. Other financial costs		
Financial costs, group enterprises	132.014	0
Other financial costs	1.027.165	25
	1.159.179	25
4. Tax on ordinary results		
Adjustment for the year of deferred tax	46.024	15.326
	46.024	15.326

Notes

All amounts in DKK.

	31/12 2018	31/12 2017
5. Other plants, operating assets, and fixtures and furniture		
Cost 1 January 2018	63.699	0
Additions during the year	1.673.132	63.699
Cost 31 December 2018	1.736.831	63.699
Depreciation and writedown 1 January 2018	0	0
Depreciation for the year	-254.269	0
Depreciation and writedown 31 December 2018	-254.269	0
Book value 31 December 2018	1.482.562	63.699
6. Contributed capital		
Contributed capital 1 January 2018	50.000	50.000
	50.000	50.000
7. Results brought forward		
Results brought forward 1 January 2018	-2.268.813	0
Profit or loss for the year brought forward	-897.498	-2.268.813
	-3.166.311	-2.268.813
8. Contingencies		
Contingent liabilities		
		DKK in thousands
Leasing liabilities		82
Other contingent liabilities		964
Contingent liabilities in total		1.046