

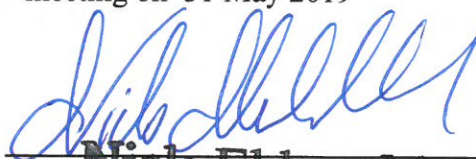
Functional Supply A/S

Egegårdsvej 61
2610 Rødovre

CVR no. 38 78 05 14

**Annual report for the period
6 July 2017 to 31 December 2018**

Adopted at the annual general
meeting on 31 May 2019



Niels Eldrup Meidahl
chairman Fitness World A/S

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Statement by management on the annual report

The Board of Directors and Executives board have today discussed and approved the annual report of Functional Supply A/S for the financial year 6 July 2017 - 31 December 2018.

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

In our opinion, the financial statements give a true and fair view of the company's financial position at 31 December 2018 and of the results of the company's operations for the financial year 6 July 2017 - 31 December 2018.

In our opinion, management's review includes a fair review of the matters dealt with in the management's review.

We recommends that the annual report should be approved by the company in general meeting.

Rødovre, 31 May 2019

Executive board

Lars Brøndum Hagedorn
Frødstrup
director

Board of Directors

Steen Albrechtslund
chairman

Claus Haderup Nielsen

Niels Meidahl

Independent auditor's report

To the shareholder of Functional Supply A/S

Opinion

We have audited the financial statements of Functional Supply A/S for the financial year 1 January – 31 December 2018, which comprise income statement, balance sheet and notes, including 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 financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January – 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 (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 our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

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 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 Company or to cease operations, or has no realistic alternative but to do so.

Independent auditor's report

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to 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 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 the financial statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism 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 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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view. ·

Independent auditor's report

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 management's review

Management is responsible for the Management's review.

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

Based on the work we have performed, we conclude that the Management's review 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's review.

Copenhagen, 31 May 2019

ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28

Ole Becker
State Authorised Public Accountant
mne33732

Company details

The company

Functional Supply A/S
Egegårdsvej 61
2610 Rødovre

CVR no.: 38 78 05 14

Reporting period: 6 July 2017 - 31 December 2018

Domicile: Rødovre

Board of Directors

Steen Albrechtslund, chairman
Claus Haderup Nielsen
Niels Meidahl

Executive board

Lars Brøndum Hagedorn Frødstrup, director

Auditors

ERNST & YOUNG
Godkendt Revisionspartnerselskab
Osvald Helmuths Vej 4
2000 Frederiksberg

Management's review

Business activities

The company's purpose is to sell nutritional products, fitness related products and other related business.

Recognition and measurement uncertainties

The recognition and measurement of items in the financial statements is not subject to any uncertainty.

Unusual matters

The company's financial position at 31 December 2018 and the results of its operations for the financial year ended 31 December 2018 are not affected by any unusual matters.

Business review

The company's income statement for the year ended 31 December shows a profit of TDKK 8,376 and the total balance at 31 December 2018 was TDKK 41,366 and equity amounted to TDKK 9,376.

The profit for the period is satisfied.

Significant events occurring after end of reporting period

No events have occurred after the balance sheet date which could significantly affect the company's financial position.

Accounting policies

The annual report of Functional Supply A/S for 2017/18 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B, with supplement from class C.

The annual report for 2018 is presented in TDKK.

As 2017/18 is the company's first reporting period, no comparatives have been presented.

Basis of recognition and measurement

Income is recognised in the income statement as earned, including value adjustments of financial assets and liabilities. All expenses, including depreciation and impairment losses, are also recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the company and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow from the company and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. On subsequent recognition, assets and liabilities are measured as described below for each individual accounting item.

Certain financial assets and liabilities are measured at amortised cost using the effective interest method. Amortised cost is calculated as the historic cost less any instalments and plus/less the accumulated amortisation of the difference between the cost and the nominal amount.

On recognition and measurement, allowance is made for predictable losses and risks which occur before the annual report is presented and which confirm or invalidate matters existing at the balance sheet date.

Income statement

Gross profit reflects an aggregation of revenue, cost of goods and other external expenses.

Revenue

Income from the sale of goods for resale and finished goods is recognised in the income statement, provided that the transfer of risk, usually on delivery to the buyer, has taken place and that the income can be measured reliably and is expected to be received.

Revenue is measured at fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. Revenue is net of all types of discounts granted.

Accounting policies

Cost of goods sold

Costs of goods sold is related to the use in generating the year's revenue.

Other external expenses

Other external expenses include expenses related to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pensions, as well as other social security contributions, etc. made to the entity's employees. The item is net of refunds made by public authorities.

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise the year's amortisation, depreciation and impairment of intangible assets and property, plant and equipment.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Net financials include interest income and expenses, financial expenses relating to finance leases, realised and unrealised gains and losses on foreign currency transactions and allowances under the advance-payment-of-tax scheme, etc.

Tax on profit for the year

The company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. Subsidiaries participate in the joint taxation arrangement from the time when they are included in the consolidated financial statements and until the time when they withdraw from the consolidation of Forward TopCo A/S.

Tax for the year, which comprises the current tax charge for the year and changes in the deferred tax charge, is recognised in the income statement as regards the portion that relates to the profit/loss for the year and directly in equity as regards the portion that relates to entries directly in equity.

Balance sheet

Intangible assets

Development projects in progress

Development costs comprise costs, wages/salaries and amortisation losses that are directly and indirectly attributable to the company's development activities.

Developments projects recognised in the balance sheet are measured at cost less accumulated amortisation and impairment losses.

Accounting policies

Following the completion of the development work, development costs are amortised on a straight-line basis over the estimated useful life. The amortisation period is usually five years.

Property plant and equipment

Items of other fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

The depreciable amount is cost less the expected residual value at the end of the useful life.

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

Straight-line depreciation is provided on the basis of the following estimated useful lives of the assets:

	Useful life
Other fixtures and fittings, tools and equipment	3-10 years

The useful life and residual value of the company's property, plant and equipment is reassessed annually.

Gains or losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses, respectively.

Leases

Leases for items of property, plant and equipment that transfer substantially all the risks and rewards incident to ownership to the company (finance leases) are recognised in the balance sheet as assets. On initial recognition, assets are measured at estimated cost, corresponding to the lower of fair value of the leased asset and the present value of the future lease payments. In calculating the net present value of the future lease payments, the interest rate implicit in the lease or the incremental borrowing rate is used as the discount factor. Assets held under finance leases are subsequently depreciated as the company's other non-current assets.

The capitalised residual lease commitment is recognised in the balance sheet as a liability, and the interest element of the lease payment is recognised in the income statement over the term of the lease.

All other leases are operating leases. Payments relating to operating leases and any other leases are recognised in the income statement over the term of the lease. The company's total liabilities relating to operating leases and other rent agreements are disclosed under 'Contingencies, etc.'.

Accounting policies

Impairment of fixed assets

The carrying amount of intangible and property, plant and equipment is tested for impairment, other than what is reflected through normal amortisation and depreciation, on an annual basis.

Stocks

Stocks are measured at cost using the FIFO method. Where the net realisable value is lower than the cost, inventories are recognised at this lower value.

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

The net realisable value of stocks is calculated as the selling price less costs of completion and expenses incurred to effect the sale. The net realisable value is determined taking into account marketability, obsolescence and expected selling price movements.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable is impaired, an impairment loss for that individual asset is recognised.

Prepayments

Prepayments recognised under 'Current assets' comprises expenses incurred concerning subsequent financial years.

Equity

Reserve for development costs

Reserve for development costs includes recognized developments cost. The reserve cannot be used for dividends or coverage of losses. The reserve is reduced or dissolved if the recognized development costs are incurred by the company's operations, This is done by transferring directly to the equity reserve's free reserve.

Dividends

Proposed dividends are disclosed as a separate item under equity. Dividends are recognised as a liability when declared by the annual general meeting of shareholders.

Accounting policies

Income tax and deferred tax

Current tax liabilities and current tax receivables are recognised in the balance sheet as the estimated tax on the taxable income for the year, adjusted for tax on the taxable income for previous years and tax paid on account. Current tax is presented as corporation tax in the balance sheet

Deferred tax is measured according to the liability method in respect of temporary differences between the carrying amount of assets and liabilities and their tax base, calculated on the basis of the planned use of the asset and settlement of the liability, respectively.

Deferred tax assets, including the tax base of tax losses allowed for carry forward, are measured at the value to which the asset is expected to be realised, either as a set-off against tax on future income or as a set-off against deferred tax liabilities within the same legal tax entity. Any deferred net tax assets are measured at net realisable value.

Deferred tax is measured according 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. Deferred tax adjustments resulting from changes in tax rates are recognised in the income statement, with the exception of items taken directly to equity.

Liabilities

Financial liabilities are recognised on the raising of the loan at the proceeds received net of transaction costs incurred. On subsequent recognition, the financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest method. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan.

Financial liabilities also include the capitalised residual finance lease commitment.

Other liabilities, which include trade payables, payables to group entities and other payables, are measured at amortised cost, which is usually equivalent to nominal value.

Income statement 6 July 2017 - 31 December 2018

	<u>Note</u>	<u>2017/18</u> TDKK
Gross profit		14,983
Staff costs	1	<u>0</u>
Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	2	<u>-3,840</u>
Profit before tax		11,143
Financial costs	3	<u>-405</u>
Profit before tax		10,738
Tax on profit for the year	4	<u>-2,362</u>
Profit for the year		<u>8,376</u>
Distribution of profit	5	

Balance sheet at 31 December 2018

	<u>Note</u>	<u>2017/18</u> TDKK
Assets		
Fixed assets		
Intangible assets		
Development projects in progress		<u>284</u>
Intangible assets	6	<u>284</u>
Property, plant and equipment		
Other fixtures and fittings, tools and equipment		<u>13,106</u>
Property, plant and equipment	7	<u>13,106</u>
Total fixed assets		<u>13,390</u>

Balance sheet at 31 December 2018 (Continued)

	<u>Note</u>	<u>2017/18</u> TDKK
Assets		
Non-fixed assets		
Stocks		
Finished goods and goods for resale		3,994
Prepayments for goods		<u>2,218</u>
Stocks		<u>6,212</u>
Receivables		
Trade receivables		12,791
Other receivables		53
Deferred tax asset		191
Prepayments	8	<u>27</u>
Receivables		<u>13,062</u>
Cash at bank and in hand		<u>8,672</u>
Total non-fixed assets		<u>27,946</u>
Total assets		<u><u>41,336</u></u>

Balance sheet at 31 December 2018

	<u>Note</u>	<u>2017/18</u> TDKK
Equity and liabilities		
Equity		
Share capital		1,000
Reserve for development expenditure		222
Retained earnings		<u>8,154</u>
Equity	9	<u>9,376</u>
Liabilities other than provisions		
Non-current liabilities other than provisions		
Lease obligations		<u>11,154</u>
Total non-current liabilities other than provisions	10	<u>11,154</u>
Current liabilities other than provisions		
Lease obligation	10	2,788
Trade payables		1,819
Payables to group companies		11,205
Corporation tax		2,553
Other payables		<u>2,441</u>
Total current liabilities other than provisions		<u>20,806</u>
Total liabilities other than provisions		<u>31,960</u>
Total equity and liabilities		<u><u>41,336</u></u>
Contingencies, etc.	11	
Related parties and ownership structure	12	

Notes

	<u>2017/18</u> TDKK
1 Staff costs	
Wages and salaries	0
Pensions	0
Other social security costs	<u>0</u>
Average number of employees	<u>2</u>
<p>The two employees are employed by the sister company Fitness World A/S. Remuneration agreement has been made between Functional Supply A/S and Fitness World A/S to cover staff cost and other operational cost paid by Fitness World A/S. Those cost are included as other external cost with DKK 240 thousand.</p>	
2 Depreciation, amortisation and impairment of intangible assets and property, plant and equipment	
Depreciation of other fixtures and fittings	<u>3,840</u>
	<u>3,840</u>
3 Financial costs	
Other financial costs	371
Exchange adjustments costs	<u>34</u>
	<u>405</u>
4 Tax on profit for the year	
Current tax for the year	2,553
Change in deferred tax for the year	<u>-191</u>
	<u>2,362</u>

Notes

	<u>2017/18</u> TDKK
5 Distribution of profit	
Retained earnings	<u>8,376</u>
	<u>8,376</u>
6 Intangible assets	
	Development f
Cost at 6 July 2017	0
Additions for the year	<u>284</u>
Cost at 31 December 2018	<u>284</u>
Carrying amount at 31 December 2018	<u>284</u>
7 Tangible assets	
	Other fixtures :
Cost at 6 July 2017	0
Additions for the year	<u>16,946</u>
Cost at 31 December 2018	<u>16,946</u>
Impairment losses and depreciation at 6 July 2017	0
Depreciation for the year	<u>3,840</u>
Impairment losses and depreciation at 31 December 2018	<u>3,840</u>
Carrying amount at 31 December 2018	<u>13,106</u>
8 Prepayments	
Prepayments comprise prepaid expenses regarding rent and insurance premiums.	

Notes

9 Equity

	Share capital	Reserve for development expenditure	Retained earnings	Total
Equity at 6 July 2017	1,000	0	0	1,000
Transfers, reserves	0	222	-222	0
Net profit for the year	<u>0</u>	<u>0</u>	<u>8,376</u>	<u>8,376</u>
Equity at 31 December 2018	<u>1,000</u>	<u>222</u>	<u>8,154</u>	<u>9,376</u>

The share capital consists of 1,000 shares of a nominal value of TDKK 1. No shares carry any special rights.

The share capital has developed as follows:

	2017/18
	TDKK
Share capital at 6 July 2017	<u>1,000</u>
Share capital	<u>1,000</u>

10 Long term debt

Lease obligations

Between 1 and 5 years	<u>11,154</u>
Non-current portion	11,154
Within 1 year	<u>2,788</u>
	<u>13,942</u>

Notes

11 Contingencies, etc.

The company is jointly taxed with the Danish companies in the Group. The company is together with other companies in the Group liable for corporate taxes and withholding taxes on dividends, interest and royalties within the joint taxation.

The company has no other contingent liabilities.

12 Related parties and ownership structure

Controlling interest

Fitness World Group A/S, Egegårdsvej 61, 2610 Rødovre holds the majority of the share capital in the company.

Ownership structure

According to the company's register of shareholders, the following shareholder holds at least 5% of the votes or at least 5% of the share capital:

Fitness World Group A/S, Egegårdsvej 61, 2610 Rødovre.

Functional Supply A/S is included in the consolidated financial statements of the parent company Fitness World Group A/S and Forward TopCo A/S, which is Functional Supply A/S' ultimate parent company. The consolidated statements can be obtained by contacting Forward TopCo A/S, Egegårdsvej 61, 2610 Rødovre.