

Wolford Scandinavia ApS

Gåskærgade 32, 6100 Haderslev
CVR no. 40 99 13 28

Annual report for 2021

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 13.07.22

Micelle Hegner
Dirigent

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The company

Wolford Scandinavia ApS
c/o Beierholm, Haderslev
Gåskærgade 32
6100 Haderslev
Registered office: Haderslev
CVR no.: 40 99 13 28
Financial year: 01.01 - 31.12

Executive Board

Silvia Azzali
Andrew Thorndike

Auditors

KPMG
Statsautoriseret Revisionspartnerselskab

Parent company

Wolford Beteiligungs GmbH, Bregenz, Østrig

Statement by the Executive Board on the annual report

We have on this day presented the annual report for the financial year 01.01.21 - 31.12.21 for Wolford Scandinavia ApS.

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

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as at 31.12.21 and of the results of the company's activities for the financial year 01.01.21 - 31.12.21.

We believe that the management's review includes a fair review of the matters dealt with in the management's review.

The annual report is submitted for adoption by the general meeting.

Bregenz, July 13, 2022

Executive Board

Silvia Azzali

Andrew Thorndike

To the capital owner of Wolford Scandinavia ApS

Opinion

We have audited the financial statements of Wolford Scandinavia ApS for the financial year 01.01.21 - 31.12.21, which comprise the income statement, balance sheet and notes to the financial statements, including a summary of significant accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act (Årsregnskabsloven).

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 31.12.21 and of the results of the company's operations for the financial year 01.01.21 - 31.12.21 in accordance with the the Danish Financial Statements Act (Årsregnskabsloven).

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 "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (IESBA Code) and the additional ethical requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Statement regarding the management's review

Management is responsible for management's review.

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

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

Management's responsibility for the financial statements

The Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore the Management is responsible for the internal control as the 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.

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 International Standards on Auditing 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 International Standards on Auditing and the additional requirements applicable in Denmark, we exercise professional judgment and maintain professional skepticism 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 disclosures, 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.

Copenhagen, July 13, 2022

KPMG

Statsautoriseret Revisionspartnerselskab
CVR no. 25578198

Carsten Nielsen
State Authorized Public Accountant
MNE-no. mne30212

Stine Inger Pedersen
State Authorized Public Accountant
MNE-no. mne47771

Primary activities

The company sells stockings, ladies underwear and fashion wear produced by the parent's manufacturing in Austria.

Some of the company's activities are carried out by its branches in Norway (Oslo), Sweden (Stockholm) and Finland (Helsinki), respectively.

Sales to customers take place partly as whole-sale to a number of distributors in the respective countries and partly as sales through own concept stores (flagships) in each nordic country. In the domestic market, the company thus has its own stores in Lyngby, Hellerup, Copenhagen and an outlet in Ringsted, and in the nordic market in Helsinki and one store in Oslo. There are five SIS concessions and three SIS on consignment in Denmark and additional one SIS in Norway. In addition, the company has three Wolford partner stores which are operated according to a concept similar to franchising of which two are located in Denmark and one in Sweden.

Development in activities and financial affairs

The income statement for the period 01.01.21 - 31.12.21 shows a profit/loss of DKK 779,132 against DKK 608,158 for the period 01.05.20 - 31.12.20. The balance sheet shows equity of DKK 8,943,557.

The management considers the net profit for the year to be satisfactory.

The contribution made by the company's foreign branches to the overall earnings of the company is not yet at its maximum. Consequently, the total gross profit realised by the company is DKK 13,562,849.

Subsequent events

No important events have occurred after the end of the financial year.

Income statement

		01.05.20
		31.12.20
Note		DKK
	Gross profit	13,562,849
		9,949,585
2	Staff costs	-10,966,471
		-9,413,149
	Profit before depreciation, amortisation, write-downs and impairment losses	2,596,378
		536,436
	Depreciation and impairments losses of property, plant and equipment	-862,298
		-701,162
	Operating profit/loss	1,734,080
		-164,726
	Financial income	323
3	Financial expenses	-697,065
		1,375,701
		-174,890
	Profit before tax	1,037,338
		1,036,085
	Tax on profit for the year	-258,206
		-427,927
	Profit for the year	779,132
		608,158
	Proposed appropriation account	
	Retained earnings	779,132
		608,158
	Total	779,132
		608,158

ASSETS		31.12.21	31.12.20
		DKK	DKK
Note			
	Leasehold improvements	292,178	328,593
	Other fixtures and fittings, tools and equipment	367,467	1,188,157
	Total property, plant and equipment	659,645	1,516,750
	Total non-current assets	659,645	1,516,750
	Manufactured goods and goods for resale	9,400,938	8,202,490
	Total inventories	9,400,938	8,202,490
	Trade receivables	11,964,808	9,915,803
	Receivables from group enterprises	178,985	0
	Other receivables	1,102,520	656,341
	Prepayments	254,008	306,560
	Total receivables	13,500,321	10,878,704
4	Cash	5,382,666	12,970,252
	Total current assets	28,283,925	32,051,446
	Total assets	28,943,570	33,568,196

EQUITY AND LIABILITIES		31.12.21	31.12.20
		DKK	DKK
Note			
	Share capital	100,000	100,000
	Retained earnings	8,843,557	7,742,534
	Total equity	8,943,557	7,842,534
5	Payables to group enterprises	11,750,000	11,750,000
	Total long-term payables	11,750,000	11,750,000
	Trade payables	2,453,365	1,718,518
	Payables to group enterprises	0	3,752,021
	Income taxes	311,851	791,073
	Other payables	5,106,035	7,366,279
	Deferred income	378,762	347,771
	Total short-term payables	8,250,013	13,975,662
	Total payables	20,000,013	25,725,662
	Total equity and liabilities	28,943,570	33,568,196

6 Contingent liabilities

7 Charges and security

8 Related parties

1. Special items

Special items are income and expenses that are special due to their size and nature. The following special items were recorded in the financial year:

Special items:	Recognised in the income statement in:	2021	01.05.20
		DKK	31.12.20 DKK
Compensation/support COVID-19	Other operating expenses	1,526,050	0
Total		1,526,050	0

2. Staff costs

Wages and salaries	9,296,904	7,018,916
Pensions	237,794	259,995
Other social security costs	1,431,773	2,134,238
Total	10,966,471	9,413,149
Average number of employees during the year	31	39

3. Financial expenses

Interest, group enterprises	175,664	110,821
Foreign currency translation adjustments	445,351	0
Other financial expenses	76,050	64,069
Other financial expenses total	521,401	64,069
Total	697,065	174,890

4. Cash

Cash includes bank deposits of DKK 1,659,232, which are deposited by the buyer of a property. The amount can be paid only when all the conditions of the transaction have been met, and the transfer is final.

5. Long-term payables

Figures in DKK	Repayment first year	Outstanding debt after 5 years	Total payables at 31.12.21	Total payables at 31.12.20
Payables to group enterprises	0	0	11,750,000	11,750,000
Total	0	0	11,750,000	11,750,000

6. Contingent liabilities

Lease commitments

Operating lease agreements on rental agreements on office space and outlets have been concluded for the year 2022 to 2023, total t.DKK 3,937.

Guarantee commitments

The company has provided bankguarantees of t.DKK 1,354.

7. Charges and security

The company has not provided any security over assets.

8. Related parties

Controlling influence	Basis of influence
Wolford Beteiligungs GmbH, Bregenz, Østrig	Kapitalejer

The company is a subsidiary of Wolford Beteiligungs GmbH, Bregenz, Austria, which is the parent company preparing consolidated accounts for the smallest group.

9. Accounting policies

GENERAL

The annual report is presented in accordance with the provisions of the Danish Financial Statements Act (*Årsregnskabsloven*) for enterprises in reporting class B.

The accounting policies have been applied consistently with previous years.

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, amortisation, impairment losses and write-downs, 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 such assets 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 such liabilities can be measured reliably. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

On recognition and measurement, account is taken of foreseeable losses and risks arising before the date at which the annual report is presented and proving or disproving matters arising on or before the balance sheet date.

CURRENCY

The annual report is presented in Danish kroner (DKK).

On initial recognition, transactions denominated in foreign currencies are translated using

9. Accounting policies - continued -

the exchange rates applicable at the transaction date. Exchange rate differences between the exchange rate applicable at the transaction date and the exchange rate at the date of payment are recognised in the income statement as a financial item. Receivables, payables and other monetary items denominated in foreign currencies are translated using the exchange rates applicable at the balance sheet date. The difference between the exchange rate applicable at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest annual report is recognised under financial income or expenses in the income statement. Fixed assets, inventories and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

INCOME STATEMENT**Gross profit**

Gross profit comprises revenue, change in inventories of finished goods and work in progress, other operating income and raw materials and consumables and other external expenses.

Revenue

Income from the sale of goods is recognised in the income statement if delivery has taken place and the risk has passed to the buyer before the end of the financial year and where the selling price can be determined reliably and is expected to be paid. Revenue is measured at fair value and is determined exclusive of VAT.

Change in inventories of finished goods and work in progress

Change in inventories of finished goods and work in progress comprises adjustments in inventories of finished goods and work in progress for the year, including write-downs of inventories of finished goods and work in progress to the extent that these do not exceed normal write-downs.

Other operating income

Other operating income comprises income of a secondary nature in relation to the enterprise's activities, including gains on the sale of intangible assets and property, plant and equipment.

9. Accounting policies - continued -**Costs of raw materials and consumables**

Costs of raw materials and consumables comprise raw materials and consumables used for the year as well as any changes in inventories, including any inventory wastage.

Write-downs of inventories of raw materials and consumables are also recognised under raw materials and consumables to the extent that these do not exceed normal write-downs.

Other external expenses

Other external expenses comprise costs relating to distribution, sales and advertising and administration, premises and bad debts to the extent that these do not exceed normal write-downs.

Staff costs

Staff costs comprise wages and salaries as well as other staff-related costs.

Depreciation and impairment losses

The depreciation of property, plant and equipment aim at systematic depreciation over the expected useful lives of the assets. Assets are depreciated according to the straight-line method based on the following expected useful lives and residual values:

	Useful lives, years	Residual value DKK
Leasehold improvements	5 - 10	0
Other plant, fixtures and fittings, tools and equipment	4 - 7	0

The basis of depreciation is the cost of the asset less the expected residual value at the end of the useful life. Moreover, the basis of depreciation is reduced by any impairment losses. The useful life and residual value are determined when the asset is ready for use and reassessed annually.

Property, plant and equipment are impaired in accordance with the accounting policies referred to in the 'Impairment losses on fixed assets' section.

Other net financials

Interest income and interest expenses, foreign exchange gains and losses on transactions denominated in foreign currencies etc. are recognised in other net financials.

9. Accounting policies - continued -**Tax on profit/loss for the year**

The current and deferred tax for the year is recognised in the income statement as tax on the profit/loss for the year with the portion attributable to the profit/loss for the year, and directly in equity with the portion attributable to amounts recognised directly in equity.

BALANCE SHEET**Property, plant and equipment**

Property, plant and equipment comprise leasehold improvements as well as other fixtures and fittings, tools and equipment.

Property, plant and equipment are measured in the balance sheet at cost less accumulated depreciation and impairment losses.

Cost comprises the purchase price and expenses resulting directly from the purchase until the asset is ready for use. Interest on loans arranged to finance production is not included in the cost.

Property, plant and equipment are depreciated using the straight-line method based on useful lives and residual values, which are stated in the 'Depreciation and impairment losses' section.

Gains and losses on the disposal of property, plant and equipment are determined as the difference between the selling price, if any, less selling costs and the carrying amount at the date of disposal less any costs of disposal.

Impairment losses on fixed assets

The carrying amount of fixed assets which are not measured at fair value is assessed annually for indications of impairment over and above what is reflected in depreciation.

If the company's realised return on an asset or a group of assets is lower than expected, this is considered an indication of impairment.

If there are indications of impairment, an impairment test is conducted of individual assets or groups of assets.

The assets or groups of assets are impaired to the lower of recoverable amount and carrying amount.

9. Accounting policies - continued -

The higher of net selling price and value in use is used as the recoverable amount. The value in use is determined as the present value of expected net cash flows from the use of the asset or group of assets as well as expected net cash flows from the sale of the asset or group of assets after the expiry of their useful lives.

Impairment losses are reversed when the reasons for the impairment no longer exist.

Inventories

Inventories are measured at cost calculated according to the FIFO-method. Inventories are written down to the lower of cost and net realisable value.

The cost of raw materials and consumables as well as goods for resale is determined as purchase prices plus expenses resulting directly from the purchase.

The net realisable value of inventories is determined as the selling price less costs of completion and costs necessary to make the sale and is determined taking into account marketability, obsolescence and the expected development in the selling price.

Receivables

Receivables are measured at amortised cost, which usually corresponds to the nominal value, less write-downs for bad debts.

Write-downs for bad debts are determined based on an individual assessment of each receivable if there is no objective evidence of individual impairment of a receivable.

Prepayments

Prepayments recognised under assets comprise costs incurred in respect of subsequent financial years.

Cash

Cash includes deposits in bank accounts as well as operating cash.

9. Accounting policies - continued -**Current and deferred tax**

Current tax payable and receivable is recognised in the balance sheet as tax computed on the basis of the taxable income for the year, adjusted for tax paid on account.

Deferred tax liabilities and tax assets are recognised on the basis of all temporary differences between the carrying amounts and tax bases of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is non-amortisable for tax purposes and other items where temporary differences, except for acquisitions, have arisen at the date of acquisition without affecting the net profit or loss for the year or the taxable income. In cases where the tax value can be determined according to different taxation rules, deferred tax is measured on the basis of management's intended use of the asset or settlement of the liability.

Deferred tax assets are recognised, following an assessment, at the expected realisable value through offsetting against deferred tax liabilities or elimination in tax on future earnings.

Deferred tax is measured on the basis of the tax rules and at the tax rates which, according to the legislation in force at the balance sheet date, will be applicable when the deferred tax is expected to crystallise as current tax.

Payables

Long-term payables are measured at cost at the time of contracting such liabilities (raising of the loan). The payables are subsequently measured at amortised cost where capital losses and loan expenses are recognised in the income statement as a financial expense over the term of the payable on the basis of the calculated effective interest rate in force at the time of contracting the liability.

Short-term payables are measured at amortised cost, normally corresponding to the nominal value of such payables.

Deferred income

Deferred income under liabilities comprises payments received in respect of income in subsequent financial years.