# **B.S. Danmark A/S**

Østergade 33, 3. sal 1100 København K

CVR no. 58 46 68 16

Annual report for the period 1 January to 31 December 2015

The annual report was presented and adopted at the annual general meeting of the Company on 24 June 2016

Maria Cecilia Sahlin 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 B.S. Danmark 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 results of the Company's operations for the financial year 1 January - 31 December 2015.

In our opinion, the Management's review gives 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.

Copenhagen, 24 June 2016

#### **Executive Board**

Maria Cecilia Sahlin

#### **Board of Directors**

Maria Cecilia Sahlin Andrew Mcauliffe Linda Fredrika Marianne Gadd

## Independent auditor's report

To the shareholder of B.S. Danmark A/S

## Independent auditor's report on the financial statements

We have audited the financial statements of B.S. Danmark A/S for the financial year 1 January - 31 December 2015, which comprise the accounting policies, income statement, balance sheet, statement of changes in equity 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 as 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 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 audit opinion.

The 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 financial position at 31 December 2015 and of the results of the Company's operations for the financial year 1 January - 31 December 2015 in accordance with the Danish Financial Statements Act.

## Report on Other Legal and Regulatory Requirements

### Emphasis of matter regarding other issues

Without this having affected our opinion, we point out that, contrary to the Danish Bookkeeping Act, the Company keeps accounting records on file abroad for a period longer than permitted by law, for which reason Management may be held liable in this respect.

#### 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.

Copenhagen, 24 June 2016

#### **Deloitte**

Statsautoriseret Revisionspartnerselskab CVR-no. 33 96 35 56

Kim Gerner
State Authorised Public Accountant

State Authorised Public Accountant

State Authorised Public Accountant

Sune Holm

## **Company details**

B.S. Danmark A/S Østergade 33, 3. sal 1100 København K

Tel: +45 70 25 22 26 Fax: +45 33 11 45 53 Website: www.thebodyshop.dk

CVR no. 58 46 68 16

Financial year: 1 January - 31 December

Domicile: Copenhagen

#### **Board of Directors**

Maria Cecilia Sahlin Andrew Mcauliffe Linda Fredrika Marianne Gadd

#### **Executive Board**

Maria Cecilia Sahlin

### Auditor

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 2300 København S

#### **Consolidated financial statements**

The Company is included in the group annual report of The Body Shop International Plc.

The group annual report of The Body Shop International Plc. may be obtained at the following address:

Watersmead, Littlehampton West Sussex BN17 6LS Great Britain

# Financial highlights

Seen over a five-year period, the development of the Company can be described by the following financial highlights:

	2015 DKK'000	2014 DKK'000	2013 DKK'000	2012 DKK'000	2011 DKK'000
Key figures					
	45 471	45 401	42.021	20.565	22.542
Gross profit	45,471	45,481	42,031	38,565	33,543
Profit before financial income and	1,467	1,214	1,346	1,196	1,078
expenses	,		•	*	-
Net financials	-47	-136	-124	-83	-92
Profit for the year	456	785	1,101	836	739
Total assets	59,237	54,583	61,685	52,919	37,897
Equity	18,438	17,982	17,197	16,076	15,220
Ratios					
Return on assets	2.6%	2.1%	2.3%	2.6%	5.7%
Solvency ratio	31.1%	32.9%	27.9%	30.4%	40.2%
Return on equity	2.5%	4.5%	6.6%	5.3%	9.7%

The ratios have been prepared in accordance with the recommendations and guidelines issued by the Danish Society of Financial Analysts. For definitions, see under accounting policies.

## Management's review

# **Operating review**

#### **Ownership**

B.S. Danmark A/S is wholly-owned by The Body Shop International Plc. The parent company's head office is situated in Littlehampton, Great Britain.

#### The Company

The Body Shop sells and markets products for skin, hair and body care as well as cosmetics. Sales take place through three channels: company stores, franchise stores and e-comm. The Company's head office is situated in Copenhagen.

## **Important conditions**

All purchases for resale are made through the parent company in Great Britain.

#### Assessment of the going concern assumption

The Company is dependent on financing from the Parent. Such financing is obtained by way of the Group's internal cash pool scheme. Through this scheme, the Company has debt to the parent company of DKK 20,5 million at 31 December 2015, and the Company is of the opinion that contribution of the necessary financing will continue in future, as well as that the Parent has issues a letter of support for the Company's operations. On this basis, the financial statements are presented according to the going-concern concept.

## **Important events**

Denmark is slowly recovering from the financial crisis, and 2015 was a better year than 2014, with the lowest inflation in more than 60 years. 2016 is predicted to be an even stronger year, especially from an export perspective.

## Management's review

# **Operating review**

#### Social responsibility

The Body Shop is a value-based company through five core values: Against Animal Testing, Support Community Fair Trade, Defend Human Rights, Activate Self Esteem and Protect Our Planet.

The core values were in continued focus during 2015. Customers and staff were involved with different campaigns during the year.

In the first part of the year, we cooperated with Amnesty International to raise awareness for women's rights to their own bodies, and during Christmas, we focused on our international campaign to raise money for Water Aid International.

In 2016 we are updating our core values to a new commitment – Enrich Not Exploit, it is in our hands. This captures what we stand for, and the goal we have set – to become the world's most ethical brand.

## **Expected future development**

B.S. Danmark A/S will in 2016 aim to stop the negative trend we saw in 2015 and focus on increasing profitability by closing non-profitable stores as well as opening a moderate number of profitable stores. Continued growth in the e-comm channel is expected.

## **Accounting policies**

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

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

The annual report for 2015 is presented in DKK.

Pursuant to section 86(4) of the Danish Financial Statements Act, consolidated financial statements have not been prepared.

The forms of the financial statements have been adjusted to the Company's circumstances in accordance with the Danish Financial Statements Act section 23(4). The adjustments were made to provide a more fair view of the financial statements.

#### 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 amortisation, 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 evidence matters existing at the balance sheet date.

# **Accounting policies**

#### **Income statement**

## **Gross profit**

The Company uses the provisions in section 32 of the Danish Financial Statements Act, under which the Company's revenue is not stated.

Gross profit is an aggregation of the Company's revenue, cost of goods sold, other operating income and other external expenses.

#### Revenue

Income from the sale of goods for resale and finished goods, is recognised in revenue provided that delivery and transfer of risk to the buyer have taken place. Revenue is recognised exclusive of VAT and net of discounts relating to sales.

#### Cost of goods

Cost of goods includes the materials and consumables used in generating the year's revenue.

### Other operating income and expenses

Other operating income and other operating expenses include service and consultancy regarding franchise and profits and losses from the disposal of property, plant and equipment.

#### **Staff costs**

Staff costs comprise wages and salaries as well as payroll expenses.

#### Other external costs

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

### Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year. Financial income and expenses comprise of interest, realised and unrealised exchange adjustments, amortisation of mortgage loans as well as extra payments and repayment under the on-account tax scheme.

## **Accounting policies**

### Tax on profit/loss for the year

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

#### **Balance** sheet

#### **Intangible assets**

Intangible assets are recognised at cost less accumulated amortisation and impairment losses. Amortisation is allocated on a straight-line basis over the expected useful life of the asset.

Expected useful lives are calculated as follows:

Software	3-5	years
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Renting rights 3-5 years

Goodwill 20 years

The expected useful life of goodwill is based on Management's experience and concluded agreements.

Due to the fact that renting rights is not reduced over time, the measurement will be based on cost less any accumulated impairment losses.

The carrying amount of goodwill is assessed on an ongoing basis and is written down in the income statement when the carrying amount exceeds estimated future income from the activity to which the goodwill relates.

#### Property, plant and equipment

Property, plant 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. Land is not depreciated.

Cost comprises the purchase price and any costs directly attributable to the acquisition until the date when the asset is available for use. The cost of self-constructed assets comprises direct and indirect expenses for labour, materials, components and sub-suppliers.

Where individual components of an item of property, plant and equipment have different useful lives, they are accounted for as separate items, which are depreciated separately.

## **Accounting policies**

Gains or losses from the disposal of property, plant and equipment are stated as the difference between the selling price less selling costs and the carrying amount at the time of the sale. Gains or losses are recognised in the income statement as other operating income or other operating expenses.

Leased property, plant and equipment that meet the criteria for finance leases are presented in the financial statements in the same way as owned assets.

Depreciation is provided on a straight-line basis over the expected useful life of the asset based on the following expected useful lives:

Lease improvements 4-7 years

Other fixtures and fittings, tools and equipment 5-10 years

#### **Investments**

Rent deposits are measured at cost.

#### Impairment of non-current assets

The carrying amount of intangible assets and property, plant and equipment is subject to an annual test for indications of impairment, other than the decrease in value reflected by amortisation and depreciation.

Where there are indications of impairment, an impairment test is performed for each individual asset or group of assets, respectively. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The value in use is determined as the present value of the anticipated net cash flows from the use of the asset or group of assets and the anticipated net cash flows from the disposal of the asset or group of assets after the end of their useful lives.

#### **Inventories**

Inventories are measured at cost using FIFO method. Where the net realisable value is lower than cost, inventories are written down to 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 inventories is determined as the selling price less costs of completion and costs necessary to make the sale, taking into account marketability, obsolescence and development in expected selling price.

## **Accounting policies**

#### Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

### **Prepayments**

Prepayments comprise costs incurred concerning subsequent financial years.

#### Deferred tax assets and liabilities

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

The Company is included in compulsory national joint taxation with L'Oreal Danmark A/S. Reimbursement takes place in connection with utilisation of tax losses. The joint taxation was established on 10 June 2006.

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 liabilitiesmeasured on the planned use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised 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.

Deferred tax is measured in accordance with 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. In cases where the computation of the tax value may be made according to alternative tax rules, deferred tax is measured on the basis of the planned use of the asset or settlement of the liability, respectively.

Changes in deferred tax due to changes in tax rates are recognised in the income statement. For the current year, the current tax rate is 22%.

### Liabilities

Financial liabilities are measured at amortised cost, substantially corresponding to nominal value.

#### **Deferred income**

Deferred income comprises payments received in respect of income in subsequent years.

# **Accounting policies**

### Foreign currency translation

On initial recognition, foreign currency transactions are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and at 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.

Where foreign exchange transactions are considered hedging of future cash flows, the value adjustments are recognised directly in equity.

### Financial highlights overview

Financial highlights are calculated as follows:

Return on assets Profit before financials x 100 / Total assets

Solvency ratio Equity at year end x 100 / Total assets

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

# **Income statement**

	Note	2015 DKK	2014 DKK
Gross profit		45,471,203	45,480,794
Staff costs	2	-37,932,945	-37,975,344
EBITDA		7,538,258	7,505,450
Amortisation of intangible assets, depreciation on property, plant and equipment and impairment losses Other operating cost  Profit before financial income and expenses		-6,150,073 78,821 <b>1,467,006</b>	-5,792,518 -499,283 <b>1,213,649</b>
Financial income	3	0	-11,400
Financial expenses	4	-46,937	-124,651
Profit before tax		1,420,069	1,077,598
Tax on profit for the year	5	-963,760	-292,834
Profit for the year		456,309	784,764
Retained earnings		456,309 <b>456,309</b>	784,764 <b>784,764</b>

# **Balance sheet**

	Note	2015	2014
		DKK	DKK
Assets			
Renting rights		4,240,372	3,660,564
Goodwill		273,305	342,305
Intangible assets	6	4,513,677	4,002,869
Lease improvements		9,456,963	9,534,405
Other fixtures and fittings, tools and equipment		351,555	420,070
Property, plant and equipment under construction		89,300	157,607
Property, plant and equipment	7	9,897,818	10,112,082
Deposits	8	5,024,999	4,174,662
Investments		5,024,999	4,174,662
Non-current assets		19,436,494	18,289,613
Finished goods and goods for resale		6,047,470	5,963,868
Inventories		6,047,470	5,963,868
Trade receivables		6,977,518	7,581,324
Receivables from group entities		11,757,208	4,791,356
Other receivables		2,700,387	2,858,328
Prepayments	9	1,528,460	2,489,219
Receivables		22,963,573	17,720,227
Cash at bank and in hand		10,789,207	12,609,488
Total current assets		39,800,250	36,293,583
Total assets		59,236,744	54,583,196

# **Balance sheet**

	Note	2015 DKK	2014 DKK
Equity and liabilities			
Share capital		523,000	523,000
Retained earnings		17,915,268	17,458,959
Total equity	10	18,438,268	17,981,959
Provision for deferred tax		954,773	1,162,082
Other provisions		118,553	0
Total provisions		1,073,326	1,162,082
Deposits		112,500	112,500
	1.1		
Non-current liabilities other than provisions	11	112,500	112,500
Trade payables		3,287,408	2,840,929
Payables from group entities		22,127,150	18,172,168
Corporation tax		555,705	512,833
Other payables		12,420,664	13,795,530
Deferred income	12	1,221,723	5,195
Current liabilities other than provisions		39,612,650	35,326,655
Total liabilities other than provisions		39,725,150	35,439,155
Total equity and liabilities		59,236,744	54,583,196
Uncertainty about going concern	1		
Rental agreements and leases	13		
Contingent assets, liabilities and other financial obligations	14		
Mortgages and collateral	15		
Related parties and ownership	16		

# Statement of changes in equity

	Retained		
	Share capital earnings		Total
	DKK	DKK	DKK
Equity at 1 January 2015	523,000	17,458,959	17,981,959
Profit for the year	0	456,309	456,309
Equity at 31 December 2015	523,000	17,915,268	18,438,268

## **Notes**

### 1 Uncertainty about going concern

The Company is dependent on financing from the Parent. Such financing is obtained by way of the Group's internal cash pool scheme. Through this scheme, the Company has debt to the parent company of DKK 20,5 million at 31 December 2015, and the Company is of the opinion that contribution of the necessary financing will continue in future, as well as that the Parent has issues a letter of support for the Company's operations. On this basis, the financial statements are presented according to the going-concern concept.

		2015	2014
2	Staff costs	DKK	DKK
_		24.055.467	22.061.105
	Wages and salaries	34,855,467	33,861,195
	Pensions	1,761,812	1,753,177
	Other social security costs	514,561	703,452
	Other staff costs	801,105	1,657,520
		37,932,945	37,975,344
	Executive board	0	0
	Supervisory Board	0	0
		0	0
	Average number of employees	106	99

# Notes

3	Financial income		
	Other financial income	0	-11,400
			-11,400
4	Financial expenses		
	Interest paid to group entities	38,778	124,593
	Other financial expenses	8,159	58
		46,937	124,651
5	Tax on profit for the year		
	Current tax for the year	555,705	512,834
	Deferred tax for the year	-207,309	-220,000
	Adjustment of tax concerning previous years	615,364	0
		963,760	292,834

# Notes

# 6 Intangible assets

	Software	Renting rights	Goodwill	Total
	DKK	DKK	DKK	DKK
Cost at 1 January 2015	38,942	6,591,948	5,182,138	11,813,028
Additions for the year	0	1,950,000	0	1,950,000
Cost at 31 December 2015	38,942	8,541,948	5,182,138	13,763,028
Impairment losses and				
amortisation at 1 January 2015	38,942	2,931,384	4,839,833	7,810,159
Depreciation for the year	0	1,370,192	69,000	1,439,192
Impairment losses and amortisation at 31 December				
2015	38,942	4,301,576	4,908,833	9,249,351
Carrying amount at 31				
December 2015	0	4,240,372	273,305	4,513,677

# 7 Property, plant and equipment

		Other fixtures	Property, plant	
		and fittings,	and equipment	
	Lease	tools and	under	
	improvements	equipment	construction	Total
	DKK	DKK	DKK	DKK
Cost at 1 January 2015	25,079,859	2,725,828	157,607	27,963,294
Additions for the year	4,306,350	100,967	89,300	4,496,617
Transfers for the year	157,607	0	-157,607	0
Cost at 31 December 2015	29,543,816	2,826,795	89,300	32,459,911
Impairment losses and				
depreciation at 1 January 2015	15,545,454	2,305,758	0	17,851,212
Depreciations for the year	4,541,399	169,482	0	4,710,881
Impairment losses and depreciation at 31 December				
2015	20,086,853	2,475,240	0	22,562,093
Carrying amount at 31				
December 2015	9,456,963	351,555	89,300	9,897,818

## **Notes**

#### 8 Investments

	Deposits
	DKK
Cost at 1 January 2015	4,174,662
Additions for the year	850,337
Disposals for the year	0
Cost at 31 December 2015	5,024,999
Carrying amount at 31 December 2015	5,024,999

## 9 Prepayments

Prepayments comprise prepaid expenses regarding rent, insurance premiums, subscriptions and interest, etc.

# 10 Equity

The share capital consists of 52,300 shares of a nominal value of DKK 10. No shares carry any special rights.

There have been no changes in the share capital during the last five years.

## 11 Non-current liabilities other than provisions

		At 31		
	At 1 January	December	Payment	Debt
	2015	2015	within 1 year	after 5 years
	DKK	DKK	DKK	DKK
Deposits	112,500	112,500	0	112,500
	112,500	112,500	0	112,500

### 12 Deferred income

Deferred income consists of payments received regarding sold memberships.

## **Notes**

13	Rental agreements and leases	2015 DKK	2014 DKK
	Lease obligations under operating leases. Total future lease payments:		
	Within 1 year	41,400	48,551
	After 5 years	0	0
		41,400	48,551
	The Company has signed leases of premises in force. The lease obligation amounts to:		
	Within 1 year	9,473,206	10,025,533
	Between 1 and 5 years	15,492,581	16,787,646
	After 5 years	5,001,253	6,776,181
		29,967,040	33,589,360

## 14 Contingent assets, liabilities and other financial obligations

The Company is part of the joint taxation with other entities in the Group and has joint and several liability for the payment of tax, including VAT, other taxes and withholding taxes on dividends, interest and royalties.

## 15 Mortgages and collateral

None.

## **Notes**

## 16 Related parties and ownership

### Parties exercising control

## Majority shareholder

The Body Shop Worldwide Ltd. Watersmead Littlehampton West Sussex BN17 6LS UK

## Majority shareholder for The Body Shop Worldwide Ltd.

The Body Shop International Plc. Watersmead Littlehampton West Sussex BN17 6LS UK

## Majority shareholder for The Body Shop International Plc.

L'Oréal SA 31 RUE Martre 92117 Clichy France

#### **Transactions**

In 2015, transactions have been carried out with the parent company The Body Shop International Plc. The transactions represented most of the company's purchased supplies.