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LEDVANCE A/S

Dybendalsvænget 3, 2630 Taastrup

CVR no. 63 93 34 14

Annual report for the financial year 2016/17

Årsrapporten er godkendt på den
ordinære generalforsamling, d. 14.02.18

Jette Skaarup
Dirigent

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The company

LEDVANCE A/S
Dybendalsvænget 3
2630 Taastrup
Denmark
Tel.: +45 43 39 90 00
Website: www.Ledvance.dk
Registered office: Høje Taastrup
CVR no.: 63 93 34 14
Financial year: 01.10 - 30.09

Executive Board

Erik Hasle Korslund

Board Of Directors

Markus Gregor Emmert, chairman
Erik Hasle Korslund
Jette Skaarup

Auditors

RSM Beierholm
Statsautoriseret Revisionspartnerselskab

Statement of the Board of Directors and Executive Board on the annual report

We have on this day presented the annual report for the financial year 01.10.16 - 30.09.17 for LEDVANCE A/S.

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

In our opinion, the financial statements give a true and fair view of the company's assets, liabilities and financial position as of 30.09.17 and of the results of the company's activities for the financial year 01.10.16 - 30.09.17.

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.

Taastrup, 14 February, 2018

Executive Board

Erik Hasle Korslund

Board of Directors

Markus Gregor Emmert
Chairman

Erik Hasle Korslund

Jette Skaarup

To the Shareholder of LEDVANCE A/S**Opinion**

We have audited the financial statements of LEDVANCE A/S for the financial year 01.10.16 - 30.09.17, which comprise the income statement, balance sheet, statement of changes in equity and notes, inclusive of accounting policies. The financial statements are prepared in accordance with Danish Financial Statements Act

In our opinion the financial statements give a true and fair view of the company's assets, liabilities and financial position at 30.09.17 and of the results of the company's operations for the financial year 01.10.16 - 30.09.17 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 "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' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these requirements. 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.

Soeborg, Copenhagen, February 14, 2018

RSM Beierholm

Statsautoriseret Revisionspartnerselskab
CVR no. 32 89 54 68

Kim Larsen

State Authorized Public Accountant
MNE-no. 32179

Primary activities

The company's main activity is sale of lamps on the Danish market included Greenland and the Faroe Islands.

Development in activities and financial affairs**Financial review**

As of 03.03.17 change of control was completed and a consortium of IDG Capital (American venture capital firm), MLS Co., Ltd (Chinese production company), and Yiwu StateOwned Assets Operation Center (Yiwu) are now the owners of LEDVANCE GmbH. The Chinese production company MLS is expected to have full ownership of LEDVANCE GmbH within the next financial year.

Comparative figures for financial year 2015/16 were affected by the carveout as of 01.07.16 where former OSRAM A/S was renamed to LEDVANCE A/S and a new company named OSRAM A/S was established.

Until 03.03.17, both legal entities belong to the same Group and will therefore be subject to joined taxation.

In 2016/17, the result for the year amounted to t.DKK 3,172, which was in line with the expectations. In 2015/16, the result for the year amounted to t.DKK 25,157 and was impacted by a gain from carveout of t.DKK 25,209 recognized in the financial statement as a part of gross profit.

At the end of 2016/17, the company had an equity on t.DKK 5,172 compared to t.DKK 29,209 in 2015/16. Dividend on t.DKK 27,209 was paid to the parent company in financial year 2016/17.

The exchange risks of the company in connection with purchase of merchandise are secured by entering into a hedging agreement for a period of three months ahead.

The overall performance and the development in the company in 2016/17 is regarded as satisfactory.

Nonfinancial matters**Environmental conditions**

A Directive was adopted in the EU in 2003 regarding the handling of electronic scrap (WEEE). LEDVANCE A/S is a part of a trade cooperation to solve tasks within this area.

Post balance sheet events

No material events have occurred subsequent to 30.09.17, which significantly affects the assessment of the annual report.

Outlook

LEDVANCE A/S has positive expectations to 2017/18 because of the new ownership and extended product portfolio.

Income statement

Note		2016/17 DKK '000	2015/16 DKK '000
	Gross profit	27,225	58,223
	Distribution costs	-18,287	-20,838
	Administrative expenses	-4,508	-4,959
	Profit/loss before net financials	4,430	32,426
1	Financial income	1	1
2	Financial expenses	-215	-74
	Profit/loss before tax	4,216	32,353
	Tax on profit or loss for the year	-1,044	-7,196
	Profit/loss for the year	3,172	25,157
	Proposed appropriation account		
	Proposed dividend for the financial year	3,170	27,209
	Retained earnings	2	-2,052
	Total	3,172	25,157

Note	30.09.17 DKK '000	30.09.16 DKK '000
ASSETS		
Leasehold improvements	121	180
Other fixtures and fittings, tools and equipment	19	49
Total property, plant and equipment	140	229
Total non-current assets	140	229
Trade receivables	19,834	14,292
Receivables from group enterprises	10,847	29,593
Deferred tax asset	237	309
Income tax receivable	554	0
Other receivables	160	170
Total receivables	31,632	44,364
Cash	2,282	2,571
Total current assets	33,914	46,935
Total assets	34,054	47,164

EQUITY AND LIABILITIES		30.09.17	30.09.16
Note		DKK '000	DKK '000
	Share capital	2,000	2,000
	Retained earnings	2	0
	Proposed dividend for the financial year	3,170	27,209
	Total equity	5,172	29,209
3	Other provisions	497	1,143
	Total provisions	497	1,143
	Trade payables	1,389	2,150
	Payables to group enterprises	18,441	1,772
	Income taxes	1,645	7,120
	Other payables	6,910	5,770
	Total short-term payables	28,385	16,812
	Total payables	28,385	16,812
	Total equity and liabilities	34,054	47,164

4 Derivative financial instruments

5 Contingent liabilities

Statement of changes in equity

Figures in DKK '000	Share capital	Retained earnings	Proposed dividend for the financial year	Total equity
Statement of changes in equity for 01.10.16 - 30.09.17				
Balance as of 01.10.16	2,000	0	27,209	29,209
Dividend paid	0	0	-27,209	-27,209
Net profit/loss for the year	0	2	3,170	3,172
Balance as at 30.09.17	2,000	2	3,170	5,172

	2016/17 DKK '000	2015/16 DKK '000
1. Financial income		
Interest, group enterprises	1	1

2. Financial expenses

Interest, group enterprises	120	26
Other interest expenses	95	48
Total	215	74

3. Other provisions

Other provisions are expected to be distributed as follows:

Current liabilities	497	1,143
Total	497	1,143

4. Derivative financial instruments

As a part of securing foreign currency risks in connection with purchase of merchandise, LEDVANCE A/S has made hedging agreements regarding the next three months' expected purchase of merchandise which is t.DKK 28,788 (2015/16 t.DKK 8,257). The value of the foreign currency adjustment on these contracts amounts to t.DKK 5 (2015/16 t.DKK 0) and is included in the Annual Report as "Other receivables".

5. Contingent liabilities

Lease commitments

The company has entered into contractual commitments regarding leases and operational leasing contracts for a total of t.DKK 2,573, (t.DKK 3,399 in 2015/16), t.DKK 561 (t.DKK 496 in 2015/16) relates to the company's leases at Dybendalsvænget 3. The company has 12 months notice on this lease.

Other contingent liabilities

The company has since 16.11.15 been jointly taxed with the sister company OSRAM A/S until change of control 03.03.17. The company is jointly liable with its sister company for Danish Corporation taxes and withholding taxes on dividends, interest and royalties in the joint taxation until change of control 03.03.17. Any subsequent corrections of the taxable income subject to joint taxation may entail that the company's liability will increase.

6. 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 with application of provisions for a higher reporting class by applying the exemption set out in section 78a of the Danish Financial Statements Act.

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).

Transactions in foreign currency are converted the first time they occur at a fixed calculation rate. Differences in exchange rates, which arise between the time of calculation of merchandise and the actual exchange rate at the time of payment, are included in the income statement as cost of sales.

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 cost of sales. Fixed assets and other non-monetary assets acquired in foreign currencies are translated using historical exchange rates.

6. Accounting policies - continued -**LEASES**

Lease payments relating to operating and finance leases are recognised in the income statement on a straight-line basis over the lease term.

INCOME STATEMENT**Gross profit**

Gross profit comprises revenue and production costs as well as other operating income.

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 and other taxes collected on behalf of third parties and less discounts.

Production costs

Costs incurred directly to generate the revenue for the year, including raw materials and consumables, wages and salaries and lease of and depreciation, amortisation and impairment losses on the fixed assets used in the production process, are recognised under production costs.

Distribution costs

Costs for the distribution of goods sold during the year and sales campaigns etc., including wages and salaries for sales staff, advertising and exhibition costs etc. and lease of and depreciation, amortisation and impairment losses on the fixed assets used in the distribution and sales activity, are recognised under distribution costs.

Administrative expenses

Expenses incurred during the year for management and administration, including wages and salaries for administrative staff and management as well as office premise expenses, office expenses, bad debts etc. and lease of and depreciation, amortisation and impairment losses on the fixed assets used for administration, are recognised under administrative expenses.

6. Accounting policies - continued -**Other operating income**

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

Depreciation, amortisation and impairment losses

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

	Useful lives, years	Residual value, percent
Leasehold improvements	3-10	0
Other fixtures and fittings, tools and equipment	3-10	0

Other net financials

Interest income and interest expenses are recognised in other net financials.

Tax on profit/loss for the year

The income tax for the year, which consists both of the actual and the deferred tax for the year are included in the income statement as that part which can be related to the year's income and directly in the equity which can be related to postings. The tax, which is included in the income statement, is classified as either tax resulting from ordinary activities or tax resulting from extraordinary items.

The tax effect of the joint taxation is distributed to profit and loss making companies in proportion to their taxable income.

6. Accounting policies - continued -**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.

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

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.

Cash

Cash includes deposits in bank accounts.

6. Accounting policies - continued -**Equity**

The proposed dividend for the financial year is recognised as a separate item in equity.

Provisions

Provisions include expected costs as guaranteed responsibilities. Provisions are included whenever the company as a result of a previous occurrence has a legal or actual responsibility and it is likely that redemption of the responsibility will cause a consumption of the economic resources of the company.

Guaranteed responsibilities include responsibilities to carry out repairs within a guarantee period from one to five years. These responsibilities are calculated and included based on experience with work under guarantee.

Current and deferred tax

Deferred tax payments are treated in accordance with the balance sheet liability of all temporary differences between the accounted and the taxable value of assets and liabilities. However, deferred tax is not included for temporary differences regarding tax purposes, non-depreciable goodwill and office buildings or other items where temporary differences - apart from company take-overs - have arisen at the time of acquisition without having any effect on the result or taxable income. In cases where the calculation of tax value can be made based on various taxable rules, deferred tax is included based on the planned use made by Management of the asset or the liquidation of the liability.

Deferred tax assets, including the tax value of tax loss carry forwards are included as long-term assets with the value, for which they are intended to be used either by balancing out tax of future earnings or by setting off deferred tax commitments within the same legal tax entity or jurisdiction.

Deferred tax is included based on the taxation laws and taxation rates, which are valid on the date of the preparation of the income statement when the deferred tax is expected to be activated as actual taxation.

Payables

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