Esprit de Corp. Danmark A/S

Lindgreens Allé 9, DK-2300 København S

Annual Report for 1 July 2018 - 30 June 2019

CVR No 77 14 47 14

The Annual Report was presented and adopted at the Annual General Meeting of the Company on 28/11 2019

Dorte Hultengren Chairman of the General Meeting



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Management's Statement

The Executive Board and Board of Directors have today considered and adopted the Annual Report of Esprit de Corp. Danmark A/S for the financial year 1 July 2018 - 30 June 2019.

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 financial position at 30 June 2019 of the Company and of the results of the Company operations for 2018/19.

In our opinion, Management's Review includes a true and fair account of the matters addressed in the Review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 28 November 2019

Executive Board

Stig Martin Hallander Executive Officer

Board of Directors

Daniel Mayer Chairman Dorte Hultengren

Stig Martin Hallander



Independent Auditor's Report

To the Shareholder of Esprit de Corp. Danmark A/S

Opinion

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 30 June 2019 and of the results of the Company's operations for the financial year 1 July 2018 - 30 June 2019 in accordance with the Danish Financial Statements Act.

We have audited the Financial Statements of Esprit de Corp. Danmark A/S for the financial year 1 July 2018 - 30 June 2019, which comprise income statement, balance sheet, statement of changes in equity and notes, including a summary of significant accounting policies ("the Financial Statements").

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) 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 on 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 Financials Statements Act.

Based on the work we have performed, in our view, 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 in Management's Review.

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.



Independent Auditor's Report

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 ISAs 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 ISAs and the 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.



Independent Auditor's Report

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.

Hellerup, 28 November 2019 **PricewaterhouseCoopers** Statsautoriseret Revisionspartnerselskab *CVR No 33 77 12 31*

Flemming Eghoff State Authorised Public Accountant mne30221 Jan Boje Andreassen State Authorised Public Accountant mne2338



Company Information

The Company Esprit de Corp. Danmark A/S

Lindgreens Allé 9 DK-2300 København S

Telephone: + 45 3264 6200 Facsimile: + 45 3264 6201

CVR No: 77 14 47 14

Financial period: 1 July - 30 June Municipality of reg. office: København

Board of Directors Daniel Mayer, Chairman

Dorte Hultengren Stig Martin Hallander

Executive Board Stig Martin Hallander

Auditors PricewaterhouseCoopers

Statsautoriseret Revisionspartnerselskab

Strandvejen 44 DK-2900 Hellerup



Financial Highlights

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

	2018/19	2017/18	2016/17	2015/16	2014/15
	TDKK	TDKK	TDKK	TDKK	TDKK
Key figures					
Profit/loss					
Gross profit/loss	35.580	37.333	43.815	49.630	47.520
Profit/loss before financial income and					
expenses	3.541	3.350	3.715	4.171	5.025
Net financials	1.787	730	2.128	-2.896	-3.079
Net profit/loss for the year	4.877	3.965	6.432	-2.497	1.706
Balance sheet					
Balance sheet total	96.765	105.273	165.624	247.463	290.649
Equity	65.452	60.871	59.443	140.666	144.187
Investment in property, plant and equipment	1.155	2.152	55	-1.183	1.468
Number of employees	60	73	77	90	86
Ratios					
Return on assets	3,7%	3,2%	2,2%	1,7%	1,7%
Solvency ratio	67,6%	57,8%	35,9%	56,8%	49,6%
Return on equity	7,7%	6,6%	6,4%	-1,8%	1,2%

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

Financial Statements of Esprit de Corp. Danmark A/S for 2018/19 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

The Annual Report has been prepared under the same accounting policies as last year.

Key activities

The Company's activity consists of purchasing and selling Esprit's own production of clothes and accessories, both wholesale and retail.

Development in the year

The income statement of the Company for 2018/19 shows a profit of DKK 4,877k, and at 30 June 2019 the balance sheet of the Company shows equity of DKK 65,452k.

The results of Esprit Sweden AB and Esprit AS have been incorporated into the Company's Annual Report and aggregate a total gain of TDKK 1,557 after tax.

Moreover, the Company is represented by a branch in Finland.

The Company's decision previous year to close down its own retail stores in Denmark is now finalized since last retail store closed in August 2018.

In the continuation of the Company's decision last year and this year to discontinue operating its own retail stores in Denmark and Norway, the provisions have been reassessed this year. At year end provisions were recognized for costs of expected closure including onerous lease contracts.

Sales for the year decreased as compared to last year. The sales decrease is due to decreasing wholesale and retail sales in both Finland and Denmark.

The Company has not prepared a written local CSR policy. The Company complies with the international CSR policy of the Parent Company, which is presented in the Annual Report of Esprit Holding Limited.



Management's Review

Share of the underrepresented sex

Esprit's strategy is a more balanced split between the current split M / F of 10/90. This should be done through education and targeted recruitment, however, professional and personal skills are prioritized in relation to the position to be filled.

At present, the Board of directors consists of three members - two men and one woman who meet the intended target of 33% representation of women in senior management levels.

At present, the management team consists of 1 man and 5 women. Again, Esprit's strategy is a more balanced split – however professional and personal skills of each member are main priority.

The past year and follow-up on development expectations from last year

Management considers the results satisfactory. The Company is expected to show a profit for next year.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.



Income Statement 1 July - 30 June

	Note	2018/19 TDKK	2017/18 TDKK
Gross profit/loss		35.580	37.333
Staff expenses Depreciation, amortisation and impairment of intangible assets and	1	-30.548	-32.973
property, plant and equipment	2	-1.491	-1.010
Profit/loss before financial income and expenses		3.541	3.350
Result from investments in subsidiaries after tax		1.557	1.534
Financial income	3	472	592
Financial expenses	4	-242	-1.396
Profit/loss before tax		5.328	4.080
Tax on profit/loss for the year	5	-451	-115
Net profit/loss for the year		4.877	3.965



Balance Sheet 30 June

Assets

	Note	2019	2018
		TDKK	TDKK
Other fixtures and fittings, tools and equipment		56	495
Leasehold improvements	<u>-</u>	1.899	1.793
Property, plant and equipment	6	1.955	2.288
Investments in subsidiaries	7	38.543	37.321
Fixed asset investments	-	38.543	37.321
Fixed assets	-	40.498	39.609
Inventories	-	4.474	6.571
Trade receivables		15.631	17.426
Receivables from group enterprises		19.487	21.755
Other receivables		719	4.325
Deferred tax asset	11	3.409	3.856
Prepayments	8	4.864	6.750
Receivables	-	44.110	54.112
Cash at bank and in hand	-	7.683	4.981
Currents assets	-	56.267	65.664
Assets	-	96.765	105.273



Balance Sheet 30 June

Liabilities and equity

	Note	2019	2018
	 -	TDKK	TDKK
Share capital		12.000	12.000
Retained earnings	_	53.452	48.871
Equity	9 -	65.452	60.871
Other provisions	12	2.654	4.492
Provisions	-	2.654	4.492
Trade payables		5.829	11.328
Payables to group enterprises		5.539	11.457
Other payables	-	17.291	17.125
Short-term debt	-	28.659	39.910
Debt	-	28.659	39.910
Liabilities and equity	-	96.765	105.273
Distribution of profit	10		
Contingent assets, liabilities and other financial obligations	13		
Related parties	14		
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Statement of Changes in Equity

		Retained	
	Share capital	earnings	Total
	TDKK	TDKK	TDKK
Equity at 1 July	12.000	48.871	60.871
Exchange adjustments	0	-296	-296
Net profit/loss for the year	0	4.877	4.877
Equity at 30 June	12.000	53.452	65.452



		2018/19	2017/18
1	Staff expenses	TDKK	TDKK
1	Stail expenses		
	Wages and salaries	27.100	29.156
	Pensions	2.995	3.762
	Other social security expenses	453	55
		30.548	32.973
	Average number of employees	60	73
2	Depreciation, amortisation and impairment of intangible		
	assets and property, plant and equipment		
	Depreciation of property, plant and equipment	1.491	995
	Gain and loss on disposal	0	15
		1.491	1.010
3	Financial income		
	Interest received from group enterprises	100	552
	Other financial income	372	9
	Exchange adjustments	0	31
		472	592
4	Financial expenses		
	Interest paid to group enterprises	0	332
	Other financial expenses	226	1.030
	Exchange loss	16	34
		242	1.396



		2018/19	2017/18
5	Tax on profit/loss for the year	TDKK	TDKK
	- '		
	Current tax for the year	0	0
	Deferred tax for the year, net	447	115
	Adjustment of tax concerning previous years	4	0
		451	115
6	Property, plant and equipment		
		Other fixtures	
		and fittings,	
		tools and	Leasehold
		equipment TDKK	improvements TDKK
		IDKK	IDKK
	Cost at 1 July	8.567	26.428
	Exchange adjustment	0	3
	Additions for the year	99	1.056
	Disposals for the year	-3.343	-5.168
	Cost at 30 June	5.323	22.319
	Impairment losses and depreciation at 1 July	8.072	24.635
	Depreciation for the year	538	953
	Reversal of impairment and depreciation of sold assets	-3.343	-5.168
	Impairment losses and depreciation at 30 June	5.267	20.420
	Carrying amount at 30 June	56	1.899



Depreciated over

5 years

3-5 years

		2019	2018
7	Investments in subsidiaries	TDKK	TDKK
	Cost at 1 July	39.115	39.115
	Cost at 30 June	39.115	39.115
	Value adjustments at 1 July	-1.794	-611
	Exchange adjustment	-353	-2.642
	Net profit/loss for the year	1.575	1.459
	Value adjustments at 30 June	-572	-1.794
	Carrying amount at 30 June	38.543	37.321

Investments in subsidiaries are specified as follows:

			Votes and
Name	Place of registered office	Share capital	ownership
Esprit Sweden AB	Stockholm, Sverige	500.000 (SEK)	100%
Esprit AS, Norge	Oslo, Norge	21.800.000 (NOK)	100%
All foreign subsidiaries are reco	gnised and measured as separate entit	ies.	

8 Prepayments

Prepayments consist of prepaid expenses concerning rent, insurance premiums, subscriptions etc.

9 Equity

The share capital consists of 120 shares of a nominal value of TDKK 100. No shares carry any special rights.

	2018/19	2017/18
10 Distribution of profit	TDKK	TDKK
Retained earnings	4.877	3.965
	4.877	3.965



11 Deferred tax asset

The Company has a deferred tax asset of DKK 19,2 million, where of DKK 3,409k has been recognised at 30 June 2019 based on assessed realisable value.

12	Other provisions	2019 TDKK	2018 TDKK
	Customer discounts	1.645	758
	Provision for rebuilding	1.009	2.095
	Provision for onerous contracts	0	1.639
		2.654	4.492
	The provisions are expected to mature as follows:		
	Within 1 year	2.654	2.957
	Between 1 and 5 years	0	453
		2.654	3.410
13	Contingent assets, liabilities and other financial obligations		
	Rental and lease obligations		
	Lease obligations under operating leases. Total future lease payments:		
	Within 1 year	15.491	18.177
	Between 1 and 5 years	48.235	24.362
		63.726	42.539



14 Related parties

A/S.

	Basis
Controlling interest	
Esprit Holdings Ltd., Hong Kong	Ultimate parent company
Consolidated Financial Statements	
The Company is consolidated in the Group Annual Report for the Parent and Ultimate Parent Companies	
Name	Place of registered office
Esprit Europe Holdings BV	Holland
Esprit Holdings Ltd.	Hong Kong

Group Annual Reports for the above Companies, can be obtained by written contact to Esprit de Corp. Danmark



15 Accounting Policies

The Annual Report of Esprit de Corp. Danmark A/S for 2018/19 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to medium-sized enterprises of reporting class C.

Except for reclassifications in the income statement that have no monetary effect on profit or equity, the accounting policies applied remain unchanged compared to last year.

The Financial Statements for 2018/19 are presented in TDKK.

Consolidated financial statements

With reference to section 112 of the Danish Financial Statements Act and to the consolidated financial statements of Esprit Holdings Ltd., Hong Kong, the Company has not prepared consolidated financial statements.

Cash flow statement

With reference to section 86(4) of the Danish Financial Statements Act and to the cash flow statement included in the consolidated financial statements of Esprit Holdings Ltd., Hong Kong, the Company has not prepared a cash flow statement.

Recognition and measurement

The Financial Statements have been prepared under the historical cost method.

Revenues are recognised in the income statement as earned. Furthermore, value adjustments of financial assets and liabilities measured at fair value or amortised cost are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including depreciation, amortisation, impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset 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 out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.



15 Accounting Policies (continued)

Certain financial assets and liabilities are measured at amortised cost, which involves the recognition of a constant effective interest rate over the maturity period. Amortised cost is calculated as original cost less any repayments and with addition/deduction of the cumulative amortisation of any difference between cost and the nominal amount. In this way, capital losses and gains are allocated over the maturity period.

Recognition and measurement take into account predictable losses and risks occurring before the presentation of the Annual Report which confirm or invalidate affairs and conditions existing at the balance sheet date.

Translation policies

Danish kroner is used as the presentation currency. All other currencies are regarded as foreign currencies.

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Exchange differences arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the rates at the time when the receivable or the debt arose are recognised in financial income and expenses in the income statement.

The income statements, of foreign subsidiaries of the Company, are translated at average exchange rates, wheras balance sheet items are translated at the exchange rates at the balance sheet date.

Exchange adjustments arising on the translation of the opening equity of foreign enterprises and exchange adjustments arising from the translation at average exchange rates of the income statements of foreign enterprises are recognised directly in equity.

Income Statement

Revenue

Revenue from the sale of goods is recognised when the risks and rewards relating to the goods sold have been transferred to the purchaser, the revenue can be measured reliably and it is probable that the economic benefits relating to the sale will flow to the Company.

Revenue is measured at the consideration received and is recognised exclusive of VAT and net of discounts relating to sales.



15 Accounting Policies (continued)

Gross profit/loss

With reference to section 32 of the Danish Financial Statements Act, gross profit/loss is calculated as a summary of revenue, cost of goods sold and other external expenses.

Staff expenses

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

Amortisation, depreciation and impairment losses

Amortisation, depreciation and impairment losses comprise amortisation, depreciation and impairment of property, plant and equipment as well as gains and losses from current replacement of fixed assets.

Income from investments in subsidiaries

The item "Income from investments in subsidiaries" in the income statement includes the proportionate share of the profit for the year.

Financial income and expenses

Financial income and expenses are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year and changes in deferred tax for the year. The tax attributable to the profit for the year is recognised in the income statement, whereas the tax attributable to equity transactions is recognised directly in equity.

Any changes in deferred tax due to changes to tax rates are recognised in the income statement.



15 Accounting Policies (continued)

Balance Sheet

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and less any accumulated impairment losses.

Cost comprises the cost of acquisition and expenses directly related to the acquisition up until the time when the asset is ready for use.

Depreciation based on cost reduced by any residual value is calculated on a straight-line basis over the expected useful lives of the assets, which are:

Other fixtures and fittings, tools and equipment 3-5 years Leasehold improvements 5 years

Depreciation period and residual value are reassessed annually.

Assets costing less than DKK 13,800 are expensed in the year of acquisition.

Impairment of fixed assets

The carrying amounts of property, plant and equipment are reviewed on an annual basis to determine whether there is any indication of impairment other than that expressed by amortisation and depreciation

If so, the asset is written down to its lower recoverable amount.

Investments in subsidiaries

Investments in subsidiaries are recognised and measured under the equity method.

The item"Investments in subsidiaries" in the balance sheet include the proportionate ownership share of the net asset value of the enterprises calculated on the basis of the fair values of identifiable net assets at the time of acquisition with deduction or addition of unrealised intercompany profits or losses and with addition of the remaining value of any increases in value and goodwill calculated at the time of acquisition of the enterprises.

The total net revaluation of investments in subsidiaries is transferred upon distribution of profit to "Reserve for net revaluation under the equity method" under equity. The reserve is reduced by dividend distributed to the Parent Company and adjusted for other equity movements in the subsidiaries.

Subsidiaries with a negative net asset value are recognised at DKK o. Any legal or constructive obligation



15 Accounting Policies (continued)

of the Parent Company to cover the negative balance of the enterprise is recognised in provisions.

Inventories

Inventories are measured at the lower of cost under the FIFO method and net realisable value.

The net realisable value of inventories is calculated at the amount expected to be generated by sale of the inventories in the process of normal operations with deduction of selling expenses. The net realisable value is determined allowing for marketability, obsolescence and development in expected selling price.

The cost of goods for resale equals landed cost.

Receivables

Receivables are measured in the balance sheet at the lower of amortised cost and net realisable value, which corresponds to nominal value less provisions for bad debts. Provisions for bad debts are determined on the basis of an individual assessment of each receivable, and in respect of trade receivables, a general provision is also made based on the Company's experience from previous years.

Prepayments

Prepayments comprise prepaid expenses concerning rent, insurance premiums, and subscriptions.

Provisions

Provisions are recognised when - in consequence of an event occurred before or on the balance sheet date - the Company has a legal or constructive obligation and it is probable that economic benefits must be given up to settle the obligation.

Deferred tax assets and liabilities

Deferred income tax is measured using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes on the basis of the intended use of the asset and settlement of the liability, respectively.

Deferred tax assets are measured at the value at which the asset is expected to be realised, either by elimination in tax on future earnings or by set-off against deferred tax liabilities within the same legal tax entity.



15 Accounting Policies (continued)

Deferred tax is measured on the basis of the tax rules and tax rates that will be effective under the legislation at the balance sheet date when the deferred tax is expected to crystallise as current tax. Any changes in deferred tax due to changes to tax rates are recognised in the income statement or in equity if the deferred tax relates to items recognised in equity.

Current tax receivables and liabilities

Current tax liabilities and receivables are recognised in the balance sheet as the expected taxable income for the year adjusted for tax on taxable incomes for prior years and tax paid on account. Extra payments and repayment under the on-account taxation scheme are recognised in the income statement in financial income and expenses.

Financial debts

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

Financial Highlights

Explanation of financial ratios

Return on assets	Profit before financials x 100
	Total assets
Solvency ratio	Equity at year end x 100 Total assets at year end
Return on equity	Net profit for the year x 100 Average equity

