



Company annual accounts 2018

**B&S GROUP S.A.**

Annual accounts as at 31 December 2018  
and for the year then ended

and report of the Réviseur d'Entreprises Agréé

14, RUE STRACHEN  
L-6933 MENS D'ORF  
G.D. OF LUXEMBOURG  
R.C.S. LUXEMBOURG: B 135944  
SUBSCRIBED CAPITAL: € 5,050,639

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# MANAGEMENT REPORT

## General

B&S Group S.A. (the "Company") was incorporated in G.D. Luxembourg on 13 December 2007 as a Société à responsabilité limitée. Its registered address is at 14 Rue Strachen, Mensdorf, G.D. Luxembourg. As per 8 March 2018, the Company changed its legal form from a private limited liability company (Société à responsabilité limitée) into a public company limited by shares (Société Anonyme). The Company is registered with the Chamber of Commerce under number B135944. As of 23 March 2018, the Company is listed on the Euronext Amsterdam.

In accordance with its Articles of Association, the objective of the Company is the acquisition of and the participation in other companies, including companies that are active in international distribution of consumer goods and food. The Company is the head of a group of companies, divided in the segments HTG, B&S and Retail. As the Company is the head of a group of companies, the principal risks and uncertainties for the Company are coherent with the performance and liquidity of the subsidiaries within its group. Reference is made to the paragraph 'More information' as per below.

## Financial performance

In 2018 the Company generated a net profit of € 55.2 million, compared to € 67.2 million last year. The generated result mainly stems from participating interests, which increased to € 56.4 million in 2018 (2017: € 39.8 million). The Company's net turnover decreased to € 0.9 million, compared to € 29.9 million in 2017. Following the IPO (Initial Public Offering) and the new transfer pricing agreement the Company ceased charging fees for managing its operations to its daughter companies apart from a charge at cost for salaries. In 2018 the Company employed five staff members, compared to two last year. As a result, staff costs increased to € 0.6 million (2017: € 0.1 million). The Company's other operating expenses decreased to € 0.9 million (2017: € 2.3 million). Last year, the other operating expenses mainly related to certain management fees. Following the IPO restructuring, these management fees are directly charged to the operating companies.

In 2018 the Company received € 29.5 million as dividend from subsidiaries. The Company itself distributed an amount of € 35.4 million as dividend during the financial year. As part of the IPO restructuring a share premium of € 12.9 million was added to the Company's equity. The share premium relates to newly issued shares for acquiring non-controlling interests in JTG W.W.L. S.à r.l. and two indirect daughter companies (JTG Holding B.V. and Topbrands Europe B.V.). At 1 October 2018 the Company acquired an additional 8.21% of the shares of JTG W.W.L. S.à r.l. for an amount of € 1.4 million. The difference between the acquisition price and the minority share in the assets and liabilities is accounted for in the retained earnings.

At the end of 2018, the Company moved its office from Larochette to Mensdorf, in the Grand Duchy of Luxembourg. The new rental agreement has a rental term of six years. Rental costs are € 51,000 annually.

## More information

Since the Company is a holding company only, for a proper understanding of the Company, this report should be read in conjunction with the Company's consolidated financial report. As such, for detailed information regarding the developments of B&S Group, as well as a description of the corporate governance structure, reference is made to the consolidated financial statements. The Company's consolidated financial statements, are published according to the provisions of the Luxembourg law and on its website [www.bs-group-sa.com](http://www.bs-group-sa.com).

# REPORT OF THE RÉVISEUR D'ENTREPRISES AGRÉÉ

## Report on the Audit of the Annual accounts

To the Shareholders of B&S Group S.A.  
14, Rue Strachen  
L-6933 Mensdorf  
Grand Duchy of Luxembourg

### Opinion

We have audited the annual accounts of B&S Group S.A. (the "Company"), which comprise the balance sheet as at 31 December 2018, the profit and loss account and statement of changes in equity for the year then ended, and notes to the annual accounts, including a summary of significant accounting policies.

In our opinion, the accompanying annual accounts present fairly, in all material respects, the financial position of the Company as at 31 December 2018, and the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

### Basis for Opinion

We conducted our audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 on the audit profession (Law of 23 July 2016) and with International Standards on Auditing (ISAs) as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier" (CSSF). Our responsibilities under those Regulation, Law and standards are further described in the "Responsibilities of the "Réviseur d'Entreprises Agréé" for the Audit of the Annual accounts section of our report. We are also independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) as adopted for Luxembourg by the CSSF together with the ethical requirements that are relevant to our audit of the annual accounts, and have fulfilled our other ethical responsibilities under those ethical requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of the audit of the annual accounts as a whole,

and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Share Capital Initial Public Offering — Refer to Notes 1 and 10 to the annual accounts

#### Key Audit Matter Description

In March 2018 the Company completed an Initial Public Offering (IPO). As part of the preparation for the IPO there were various transactions that impacted the equity of the Company, such as changes in the classes of shares, split of shares, reduction of share capital, contribution in kind and issuance of shares. Furthermore the legal form of the Company changed from a Société à responsabilité limitée (S.à r.l.) to a Société Anonyme (S.A.). The proper recording of the transactions for the preparation of the IPO that are impacting the equity of the Company is an area of focus.

#### How the Key Audit Matter Was Addressed in the Audit

Our audit procedures related to the transactions in preparation for the IPO included the following, among others:

- We evaluated the design and determined the implementation of certain key controls in place in relation to the IPO transactions impacting equity of the Company.
- We obtained related documentation from the Company's internal and external legal counsel regarding legal and regulatory requirements.
- We inspected the Company's filings as it relates to the IPO transactions that impact equity.
- We tested the appropriateness of journal entries in relation to the IPO transactions that are recorded in the general ledger.
- We evaluated the impacts from and adequacy of disclosures regarding the IPO related transactions.

### Other information

The Executive Board of Directors is responsible for the other information. The other information comprises the information stated in the annual report including the management report and the Corporate Governance Statement but does not include the annual accounts and our report of the "Réviseur d'Entreprises Agréé" thereon.

Our opinion on the annual accounts does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the annual accounts, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the annual accounts or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report this fact. We have nothing to report in this regard.

### Responsibilities of the Executive Board of Directors and Those Charged with Governance for the Annual accounts

The Executive Board of Directors is responsible for the preparation and fair presentation of these Annual Accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts, and for such internal control as the Executive Board of Directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Executive Board of Directors 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 unless the Executive Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### Responsibilities of the "Réviseur d'Entreprises Agréé" for the Audit of the Annual accounts

The objectives of our audit are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue a report of the "Réviseur d'Entreprises Agréé" that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF 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 annual accounts.

As part of an audit in accordance with the EU Regulation N° 537/2014, the Law of 23 July 2016 and with ISAs as adopted for Luxembourg by the CSSF, we exercise professional judgment

and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, 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 the Executive Board of Directors.
- Conclude on the appropriateness of Executive Board of Directors' use of the going concern basis of accounting 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 report of the "Réviseur d'Entreprises Agréé" to the related disclosures in the annual accounts 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 report of the "Réviseur d'Entreprises Agréé". However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual accounts of the current

period and are therefore the key audit matters. We describe these matters in our report unless law or regulation precludes public disclosure about the matter.

### Report on Other Legal and Regulatory Requirements

We have been appointed as "Réviseur d'Entreprises Agréé" by the General Meeting of the Shareholders on 8 March 2018 and the duration of our uninterrupted engagement, including previous renewals and reappointments, is one year.

The management report is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

The Corporate Governance Statement is included in the consolidated management report (published with the 2018 consolidated financial statements of the Company). The information required by Article 68bis paragraph (1) letters c) and d) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended, is consistent with the annual accounts and has been prepared in accordance with applicable legal requirements.

We confirm that the prohibited non-audit services referred to in the EU Regulation N° 537/2014, on the audit profession were not provided and that we remain independent of the Company in conducting the audit.

### Other matter

The Corporate Governance Statement includes, when applicable, information required by Article 68bis paragraph (1) points a), b), e), f) and g) of the law of 19 December 2002 on the commercial and companies register and on the accounting records and annual accounts of undertakings, as amended.

For Deloitte Audit  
Société à responsabilité limitée  
Cabinet de Révision Agréé

Eddy R. Termaten, Réviseur d'Entreprises Agréé  
Partner

25 February 2019  
560, rue de Neudorf  
L-2220 Luxembourg

# PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2018

x €1,000	Note	2018	2017
<b>Net turnover</b>	4	885	29,908
<b>Staff costs</b>	5	600	136
a) Wages and salaries		572	123
b) Social security costs		28	13
ii) other social security costs		28	13
<b>Other operating expenses</b>	6	940	2,324
<b>Income from participating interests</b>	8	56,362	39,783
a) derived from affiliated undertakings		56,362	39,783
<b>Other interest receivable and similar income</b>		199	591
a) derived from affiliated undertakings		199	526
b) other interest and similar income		–	65
<b>Interest payable and similar expenses</b>		(674)	(461)
a) concerning affiliated undertakings		(671)	(461)
b) other interest and similar expenses		(3)	–
<b>Tax on profit or loss</b>	7	16	186
<b>Profit or loss after taxation</b>		55,216	67,175
<b>Profit or loss for the financial year</b>		55,216	67,175

The accompanying notes are an integral part of these annual accounts.

# BALANCE SHEET

AT 31 DECEMBER 2018

x € 1,000	Note	31.12.2018	31.12.2017
<b>Fixed assets</b>			
<b>III</b> Financial assets	8	231,052	198,526
1. Shares in affiliated undertakings		231,052	198,526
<b>Current assets</b>			
<b>II</b> Debtors	9	6,385	18,550
1. Trade debtors			
a) becoming due and payable within one year		–	326
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests			
a) becoming due and payable within one year		3,268	15,594
4. Other debtors			
a) becoming due and payable within one year		3,050	320
<b>IV</b> Cash at bank and in hand		67	2,310
<b>Total assets</b>		<b>237,437</b>	<b>217,076</b>

The accompanying notes are an integral part of these annual accounts.

x €1,000	Note	31.12.2018	31.12.2017
<b>Capital and reserves</b>	10	221,097	194,837
I. Subscribed capital		5,051	5,238
IV. Reserves			
1. Legal reserve		193,373	153,621
V. Profit or loss brought forward		(21,600)	33,226
VI. Profit or loss for the financial year		55,216	67,175
VII. Interim dividends		(10,943)	(64,423)
<b>Creditors</b>	11	16,340	22,239
4. Trade creditors			
a) becoming due and payable within one year		133	7
6. Amounts owed to affiliated undertakings			
a) becoming due and payable within one year		15,955	22,115
8. Other creditors			
a) Tax authorities		–	91
b) Social security authorities		2	–
c) Other creditors			
i) becoming due and payable within one year		250	26
<b>Total capital and liabilities</b>		<b>237,437</b>	<b>217,076</b>

The accompanying notes are an integral part of these annual accounts.

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED AT 31 DECEMBER 2018

x € 1,000

						2018
	Subscribed capital	Legal reserve	Other reserves	Interim dividend	Profit or loss for the financial year	Total
<b>Opening balance as at 01.01.2018</b>	5,238	153,621	33,226	(64,423)	67,175	194,837
Allocation of previous year results	–	–	2,752	64,423	(67,175)	–
Profit for the year	–	56,362	(56,362)	–	55,216	55,216
Other transactions:						
■ (Interim) dividend	–	–	(24,411)	(10,943)	–	(35,354)
■ Acquisition of a non-controlling interest in a participation	–	–	(5,802)	–	–	(5,802)
■ IPO transactions	(187)	12,867	–	–	–	12,680
■ Transfer to other reserves	–	(29,468)	29,468	–	–	–
■ Foreign currency translation	–	–	(480)	–	–	(480)
<b>Subtotal</b>	(187)	(16,601)	(1,225)	(10,943)	–	(28,956)
<b>Closing balance as at 31.12.2018</b>	5,051	193,382	(21,609)	(10,943)	55,216	221,097

The accompanying notes are an integral part of these annual accounts.

# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED AT 31 DECEMBER 2017

x € 1,000

						<b>2017</b>
	<b>Subscribed capital</b>	<b>Legal reserve</b>	<b>Other reserves</b>	<b>Interim dividend</b>	<b>Profit or loss for the financial year</b>	<b>Total</b>
<b>Opening balance as at 01.01.2017</b>	5,238	125,449	49,005	(43,525)	56,269	192,436
Allocation of previous year results	–	–	12,744	43,525	(56,269)	–
Profit for the year	–	39,783	(39,783)	–	67,175	67,175
Other transactions:						
■ (Interim) dividend	–	–	–	(64,423)	–	(64,423)
■ Acquisition of a non-controlling interest in a participation	–	–	118	–	–	118
■ Net wealth tax reserve	–	389	(389)	–	–	–
■ Transfer to other reserves	–	(12,000)	12,000	–	–	–
■ Foreign currency translation	–	–	(471)	–	–	(471)
■ Other movements	–	–	2	–	–	2
<b>Subtotal</b>	–	(11,611)	11,260	(64,423)	–	(64,774)
<b>Closing balance as at 31.12.2017</b>	5,238	153,621	33,226	(64,423)	67,175	194,837

The accompanying notes are an integral part of these annual accounts.

# NOTES TO THE ANNUAL ACCOUNTS

## 1. General

B&S Group S.A. (the "Company") was incorporated in G.D. Luxembourg on 13 December 2007 as a Société à responsabilité limitée. Its registered address is at 14 Rue Strachen, Mensdorf, G.D. Luxembourg. The Company is registered with the Chamber of Commerce under number B135944.

As per 8 March 2018, the Company changed its legal form from a private limited liability company (Société à responsabilité limitée) into a public company limited by shares (Société Anonyme). As of 23 March 2018, the Company is listed on the Euronext Amsterdam.

The Company's financial year begins on 1 January and ends on 31 December of each year.

In accordance with its Articles of Association, the objective of the Company is the acquisition of and the participation in other companies, including companies that are active in international distribution of consumer goods and food.

The Company also prepares consolidated financial statements, which are published according to the provisions of the Luxembourg law and on its website [www.bs-group-sa.com](http://www.bs-group-sa.com).

### 1.1 Basis of preparation

The annual accounts are prepared in accordance with legal and regulatory requirements in Luxembourg (Lux GAAP).

The annual accounts of the Company are expressed in Euro (€).

The annual accounts are prepared on the basis of the historical cost convention, unless stated otherwise. Assets, except for Shares in affiliated undertakings that are valued using the net equity method, and liabilities are stated at nominal value.

Expenses and income are attributed to the year to which they relate. Profits are only recognised to the extent to which they have been realised on the balance sheet date.

Liabilities and possible losses originating before the end of the financial year are taken into account if they were known before the annual accounts were prepared.

### 1.2 Group structure

B&S Group S.A. is a holding company of an international conglomerate of companies. A detailed list of the Companies affiliated undertakings are:

	31.12.2018	31.12.2017
B&S Investments B.V., the Netherlands	100%	100%
World Class Products GmbH, Switzerland	100%	100%
World Supply Services AG, Switzerland	100%	100%
Liro Holding S.A., Luxembourg	100%	100%
JTG WWL S.à r.l., Luxembourg	75.38%	51%
Miro Holdings S.A., Luxembourg	100%	100%
Niro Holding S.A., Luxembourg	100%	100%

At 23 March 2018 the Company acquired an additional 16.17% of the shares of JTG WWL S.à r.l. against an issue of shares of B&S Group S.A. The difference between the nominal value of the shares and the intrinsic value of the obtained minority shares is accounted for in the other reserves.

At 1 October 2018 the Company acquired an additional 8.21% of the shares of JTG W.W.L. S.à r.l. for an amount of € 1,375,000. The difference between the acquisition price and the minority share in the assets and liabilities is accounted for in the retained earnings.

## 2. Principles of valuation of assets and liabilities

### 2.1 Financial fixed assets

Shares in affiliated undertakings are valued using the net equity method insofar as this value is not less than nil. The net equity method is based on the net asset value, which is determined on the basis of the accounting principles applied by the parent company.

With the incorporation of B&S Group S.A., the affiliated undertaking in B&S Investments B.V., the Netherlands has not been valued at acquisition costs per the date of December 13, 2007, but at the amount corresponding to the proportion of net equity of B&S Investments B.V., the Netherlands attributable to B&S Group S.A. as per article 58 of the law of 19 December 2002.

Annually, the proportion of the net profit or loss attributable to the shares in the affiliated undertakings / participating interests is shown in the profit and loss account on a separate line item. An unavailable reserve for distribution is booked in equity for the portion of the result above the amount of dividends already received or the payment of which can be claimed.

## **2.2 Receivables and short-term liabilities**

Debtors (receivables) are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Creditors (short-term liabilities) are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received the difference is written off over the period

## **2.3 Long-term liabilities**

Debts (long-term liabilities) are recorded at their reimbursement value. Where the amount repayable on account is greater than the amount received the difference is written off over the period of the debt based on a linear method.

# **3. Principles for the determination of the net result**

## **3.1 Turnover**

Turnover includes income from management services supplied to Group companies during the financial year less V.A.T. and exchange rate differences attributable to the turnover.

## **3.2 Operating expenses**

Operating expenses and contingent rentals are recognised as an expense in the period in which they are occurred.

## **3.3 Foreign currencies**

The annual accounts of the Company are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the annual accounts, the results and financial positions are expressed in Euros, which is the functional currency of the Company and the presentation currency for the annual accounts. In preparing the annual accounts, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions.

At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currency are not retranslated.

For the purpose of presenting annual accounts, the assets and liabilities of the Company's foreign operations are expressed in Euros using exchange rates prevailing at the balance sheet date.

Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used.

Exchange differences arising, if any, are classified as equity and recognised in the Group's foreign currency translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

## **3.4 Taxation on the result**

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the annual accounts and profit calculated for taxation purposes, and with which deferred tax assets (if applicable) are only valued insofar as their realisation is likely.

## **3.5 Income from participating interests**

Where significant influence is exercised over participations, the Group's share in the participations' results is included in the profit and loss account. This result is determined on the basis of the accounting principles applied by the Company.

# **4. Net turnover**

The turnover comprises management services to Group companies. Following the IPO and the new transfer pricing agreement the Company ceased charging fees for managing its operations to its daughter companies apart from a charge at cost for salaries.

# **5. Staff costs**

In 2018, the Company employed five staff members (2017: 2).

## 6. Other operating expenses

The other operating expenses can be specified as follows:

x € 1,000	2018	2017
Personnel related costs	71	226
Office / warehouse costs	85	19
Marketing costs	5	1
ICT expenses	18	11
External advice	394	172
Other operating expenses	367	1,895
	940	2,324

The costs of Deloitte Audit Société à responsabilité limitée, Luxembourg for the audit of the company annual accounts, which are directly attributable to the financial year to the Company are incorporated in the 'External advice' and amount to € 20,000.

For detailed information regarding the external audit fees of B&S Group, reference is made to the consolidated financial statements. The Company's consolidated financial statements, are published according to the provisions of the Luxembourg law and on its website [www.bs-group-sa.com](http://www.bs-group-sa.com).

## 7. Tax on profit or loss

The taxation can be specified as follows:

x € 1,000	2018	2017
Result before taxation	55,232	67,361
Income from participating interests	(56,362)	(39,783)
Other income not subject to income tax	(885)	(29,908)
	(2,015)	(2,330)
Tax charge current financial year	(16)	(186)

## 8. Financial assets

Investments in affiliated undertakings can be specified as follows:

x € 1,000	2018	2017
Balance as at 1 January	198,526	171,809
Acquisitions of non-controlling interests in a participation		
Share of profit of participations	56,362	39,783
Exchange rate result	254	(1,184)
Received dividend	(29,468)	(12,000)
Balance as at 31 December	231,052	198,526

The principal affiliated undertakings of the Company are as follows:

	31.12.2018	31.12.2017
B&S Investments B.V., the Netherlands	100%	100%
World Class Products GmbH, Switzerland	100%	100%
World Supply Services AG, Switzerland	100%	100%
Liro Holding S.A., Luxembourg	100%	100%
JTG WWL S.à r.l., Luxembourg	75.38%	51%
Miro Holdings S.A., Luxembourg	100%	100%
Niro Holding S.A., Luxembourg	100%	100%

## 9. Current assets

The current assets can be specified as follows:

x € 1,000	31.12.2018	31.12.2017
Trade debtors	–	326
Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	3,268	15,594
Amounts owed by affiliated undertakings	250	250
Receivables on shareholders	2,791	–
Tax receivables	3	2
Other receivables and accrued income	6	68
Cash at bank	67	2,310
	<b>6,385</b>	<b>18,550</b>

The amounts owed by undertakings with which the undertaking is linked by virtue of participating interests and amounts owed by affiliated undertakings comprise of receivables with respect to services provided to the undertakings. The (current) receivable position is accepted by both the Company and the undertakings.

None of the receivables are past due at the balance sheet date. No value adjustments (provisions for impairment) needed to be recorded.

## 10. Capital and reserves

The changes and specification in equity are given below per equity item.

### Subscribed capital

The Company's corporate capital is fixed at € 5,050,639. The capital of the Company is divided in 84,177,321 ordinary shares with a nominal value of € 0.06 each. Prior to the listing of the Company on Euronext Amsterdam at 23 March 2018 the share capital was split by a factor of approximately 400.

The movement in the share capital can be specified as follows:

x € 1,000	2018	2017
Balance as at 1 January	5,238	5,238
Purchase P-shares	(228)	–
Issued shares	251	–
Nominal value reduction	(210)	–
Balance as at 31 December	5,051	5,238

The movement in the number of shares outstanding can be specified as follows:

	2018	2017
Balance as at 1 January	209,515	209,515
Split of shares (ratio 1 to 400)	83,596,485	–
Purchase P-shares	(3,806,000)	–
Issuance of shares	4,177,321	–
Balances as at 31 December	84,177,321	209,515

On 31 December 2018, the following shareholders with a substantial participating interest (>3%) are registered with the Dutch Financial Markets Authority AFM in accordance with the Dutch Financial Supervision Act.

	31.12.2018
Sarabel Invest S.à r.l	51.72%
Lebaras Belgium BVBA	16.67%
Mondrian Investment Partners Ltd	4.51%
JP Morgan Asset Management Holdings Inc.	3.22%
Investec Asset Management Ltd	3.05%

### Legal reserve

This concerns the legal reserve following the valuation at equity value of the participations of the Company, the legal reserve of 10% of the outstanding share capital and the legal reserve regarding net wealth tax.

x € 1,000	31.12.2018	31.12.2017
Legal reserve 10% share capital	524	524
Net wealth tax	389	389
Legal reserve participations / shares in affiliated undertakings	192,469	152,708
	193,382	153,621

The movement in the 'Legal reserve participations / shares in affiliated undertakings' can be specified as follows:

x € 1,000	2018	2017
Balance as at 1 January	152,708	124,925
Transfer to 'Other reserves'	(29,468)	(12,000)
IPO restructuring	12,867	–
Income from participating interests	56,362	39,783
Balance as at 31 December	192,469	152,708

IPO restructuring relate to a share premium at newly issued shares for acquiring non-controlling interests in (indirect) subsidiaries JTG Holding B.V., JTG W.W.L. S.à r.l. and Topbrands Europe B.V. At 23 March 2018 the Company acquired an additional 16.17% of the shares of JTG Holding B.V., JTG W.W.L. S.à r.l. and Topbrands Europe B.V. against an issue of shares of B&S Group S.A.

### Other reserves

The other reserves comprise all cumulative profit or loss movements less cumulative changes. The movement can be specified as follows:

x € 1,000	2018	2017
Balance as at 1 January	33,226	49,005
Allocation of previous year results	2,752	12,744
Net wealth tax	–	(389)
Income from participating interests	(56,362)	(39,783)
Transfer from 'Legal reserves'	29,468	12,000
Acquisition of a non-controlling interest in a participation	(5,802)	118
Foreign currency translation	(480)	(471)
Dividend	(24,411)	–
Other changes	–	2
Balance as at 31 December (before profit appropriation)	(21,609)	33,226
(Proposed) allocation of current year results	30,805	2,752
Balance as at 31 December (after profit appropriation)	9,196	35,978

On 22 March 2018 the Company paid a final dividend of € 24,411,000 over the year 2017.

### Interim dividend

The Company decided on a total amount of interim dividend of € 10,943,000 during the year ended 31 December 2018.

## 11. Creditors

The item 'Creditors' can be specified as follows:

x € 1,000	31.12.2018	31.12.2017
Trade creditors	133	7
Liabilities towards affiliated undertakings	15,955	22,115
Taxes and social security	2	91
Other liabilities and accrued expenses	250	26
	16,340	22,239

## 12. Contingent liabilities and contingent assets

### Rental agreements

The Company makes use of an office in Mensdorf with a rental term of 6 year.

Rental costs are € 51,000 per year.

## 13. Emoluments granted to the members of the management and supervisory bodies

### Remuneration of members of the Executive Board and Supervisory Board

The remuneration of members of the Executive Board and Supervisory Board charged to the Group result amounted to:

x € 1,000	2018	2017
Executive Board	3,171	4,296
Supervisory Board	293	209
	<b>3,464</b>	<b>4,505</b>

As of 31 December 2018 and 2017, the Company did not have any outstanding loans or advances to members of B&S Group's Executive and Supervisory Board of Directors or key management personnel and had not given any guarantees for the benefit of any member of B&S Group's Executive and Supervisory Board of Directors or key management personnel.

## 14. Profit appropriation

### Profit appropriation according to the Articles of Association

The Articles of Association, as stipulated in Article 32, can be summarised as follows:

The Company may make distributions from the distributable profit to the shareholders, only insofar as its equity exceeds the capital increased by the reserves that must be maintained by law.

Profit will be distributed after adoption of the annual accounts evidencing that such distribution is permitted.

When calculating the appropriation of the profit, the shares held by the Company in its own capital will not be counted, unless those shares are encumbered with a pledge and the pledgee is entitled to the profit.

A distribution can be made only by resolution of the General Meeting.

The Company may make interim distributions only if the requirements stated here have been met.

### Proposed appropriation of the result for 2018

An amount of € 10,943,000 has been distributed during the year as interim dividend. The Executive Board proposes to pay a final dividend of € 13,468,000 and to add € 30,805,000 to the reserves. The annual accounts do not yet reflect this proposal.

### Profit appropriation 2017

The 2017 annual accounts were approved during the General Meeting on 28 February 2018. The General Meeting approved the proposed profit appropriation.

## 15. Subsequent events

There were no material events after 31 December, 2018 that would have changed the judgement and analysis by management of the financial condition as at 31 December, 2018 or the result for the year of the Company.

This responsibility statement should be read in conjunction with the company annual accounts 2018 of B&S Group.

# Contact

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## **Concept & realisation**

Domani B.V., The Hague

# RESPONSIBILITY STATEMENT

The Executive Board has made a systematic assessment of the effectiveness of the design and operation of the internal control and risk management systems. On the basis of this assessment and in accordance with best practice 1.4.3 of the Dutch Corporate Governance Code of December 2016, and Article 5:25c of the Financial Supervision Act and the current state of affairs, to the best of its knowledge and belief, the Executive Board confirms that:

- the internal risk management and control systems of the company provide reasonable assurance that financial reporting does not contain any material inaccuracies;
- there have been no material failings in the effectiveness of the internal risk management and control systems of the company;
- there are no material risks or uncertainties that could reasonably be expected to have a material adverse effect on the continuity of the Groups' operations in the coming twelve months after drawing up the report, and;
- drawing up the financial reporting on a going concern basis is justified based on the current state of affairs.

It should be noted that the above does not imply that these systems and procedures provide absolute assurance as to the realisation of operational and strategic business objectives, or that they can prevent all misstatements, inaccuracies, errors, fraud and non-compliances with legislation, rules and regulations. Nor can they provide certainty that we will achieve our objectives.

In view of all of the above and article 3 of the Law of 11 January 2008 on transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market, as amended, the Executive Board declares that, to the best of its knowledge and belief, the financial statements prepared in accordance with the applicable set of accounting standards give a true and fair view of the assets, liabilities, financial position and profit or loss of B&S Group taken as a whole and that the management report includes a fair review of the development and performance of the business and the position of B&S Group taken as a whole, together with a description of the principal risks and uncertainties that they face.

Luxembourg, April 15, 2019

**Executive Board**

Bert Meulman, CEO

Gert van Laar, CFO

Bas Schreuders, Senior Counsel

Niels Groen, Finance Director