

# GrandVision Half Year 2017 Financial Report

**GrandVision N.V.**

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# Interim Report

## Highlights

- Revenue grew by 4.4% at constant exchange rates with all segments contributing to this growth
- Comparable growth of 2.4% driven by all categories: spectacles, contact lenses and sunglasses
- Continued network expansion with more than 400 stores added over the last 12 months
- Adj. EBITDA (i.e. EBITDA before non-recurring items) increased by 3.4% at constant exchange rates
- Adj. EBITDA margin decline of 27 bps to 16.0%, as EBITDA margin expansion in the G4 and Other Europe segments was offset by the increasing exposure to faster growing markets as well as additional costs to build the platform in the United States
- Ongoing digital transformation with continued investments in global ERP and omnichannel systems

## Key figures

in millions of EUR (unless stated otherwise)	HY17	HY16	Change versus prior year	Change at constant FX	Organic growth	Growth from acquisitions
Revenue	1,721	1,670	3.1%	4.4%	3.7%	0.7%
Comparable growth (%)	2.4%	2.3%				
Adjusted EBITDA	276	272	1.3%	3.4%	3.1%	0.3%
Adjusted EBITDA margin (%)	16.0%	16.3%	-27bps			
Net result	124	127	-2.3%			
Net result attributable to equity holders	114	117	-3.0%			
Adjusted earnings per share, basic (in €)	0.47	0.48	-2.0%			
Earnings per share, basic (in €)	0.45	0.46	-3.2%			
Number of stores (#)	6,631	6,211				
System wide sales	1,894	1,840	3.0%			

## Consolidated Income Statement

in millions of EUR	HY17	HY16
Revenue	1,721	1,670
Cost of sales and direct related expenses	- 459	- 457
Gross profit	1,262	1,213
Selling and marketing costs	- 874	- 839
General and administrative costs	- 201	- 187
Share of result of associates	2	2
Operating result	189	189
Financial income	2	3
Financial costs	- 9	- 9
Net financial result	- 7	- 6
Result before tax	182	182
Income tax	- 58	- 56
<b>Result for the period</b>	<b>124</b>	<b>127</b>
<b>Attributable to:</b>		
Equity holders	114	117
Non-controlling interests	10	10
	124	127

## Revenue

Revenue increased by 4.4% at constant exchange rates to €1,721 million in HY17 (€1,670 million in HY16) or 3.1% at reported rates. Organic revenue growth of 3.7% was primarily driven by comparable growth of 2.4% (2.3% in HY16), which was in-line with the previous year. Revenue growth came from all regions, with an increasing weight of the Other Europe and Americas & Asia segments, in line with the GrandVision strategy. All product categories contributed positively to revenue and comparable growth with the highest performance in contact lenses and sunglasses, also following our strategic intent.

## Adjusted EBITDA

Adjusted EBITDA (i.e. EBITDA before non-recurring items) increased by 3.4% at constant exchange rates to €276 million in HY17 (€272 million in HY16) or 1.3% at reported rates.

The adjusted EBITDA margin decreased by 27 bps to 16.0% in HY17 (16.3% in HY16) as margin improvements in the G4 and Other Europe segments were offset by the increasing relevance of faster growing emerging markets in our revenue and profit mix, as well as additional costs to build our presence and platform in the United States, which were mainly incurred in 2Q17. On a constant geographic basis, i.e. excluding the margin dilutive effect of the faster growing Americas & Asia segment, the EBITDA margin would have improved by 8 bps to 16.4%.

Non-recurring items of -€6 million in HY17 (-€6 million in HY16) are mainly related to restructuring, employee related provisions and costs related to prior years. A reconciliation from adjusted EBITDA to earnings before taxes is presented in table below.

in millions of EUR	HY17	HY16
<b>Adjusted EBITDA</b>	<b>276</b>	<b>272</b>
Non-recurring items	- 6	- 6
<b>EBITDA</b>	<b>270</b>	<b>267</b>
Depreciation and amortization of software	- 65	- 63
<b>EBITA</b>	<b>204</b>	<b>204</b>
Amortization and impairments	- 15	- 15
<b>Operating result</b>	<b>189</b>	<b>189</b>

## Financial result

The financial result of -€7 million in HY17 remained in-line with the previous year (-€6 million in HY16).

## Income tax

Income tax increased by €2 million to €58 million in HY17 (€56 million in HY16). The effective tax rate in HY17 was 32.1% (30.5% in HY16). The change in the effective tax rate mainly relates to further unrecognized tax losses.

## Net result for the period

Net result for the period decreased by 2.3% to €124 million in HY17 (€127 million in HY16) and the net result attributable to equity holders by 3.0% to €114 million (€117 million in HY16).

## (Adjusted) Earnings per share

Adjusted earnings per share, which excludes non-recurring items, was €0.47 per outstanding share in HY17 (€0.48 in HY16). Earnings per share was €0.45 per outstanding share in HY17 (€0.46 in HY16).

The weighted average number of shares outstanding was 252,983,208 in HY17. On a fully diluted basis, EPS was €0.45 in HY17 (€0.46 in HY16).

in millions of EUR (unless stated otherwise)	HY17	HY16	Change versus prior year	Change at constant FX	Organic growth	Growth from acquisitions
Revenue	1,004	1,013	-0.9%	1.3%	0.8%	0.4%
Comparable growth (%)	-0.2%	1.8%				
Adjusted EBITDA	222	220	1.2%	2.7%	2.2%	0.5%
Adjusted EBITDA margin (%)	22.1%	21.7%	46bps			
Number of stores	3,081	2,997				

Germany continued its positive trend by achieving the segment's highest revenue and comparable growth performance during the half year, while 2Q17 was impacted by the expected Easter effect.

In France, we maintained our revenue level during the first half year, while the market declined by 2.3% (January-May 2017, source: GfK) following recently implemented regulatory changes leading to reduced subsidies. GrandVision gained market share through its strategic positioning of providing high quality eye care at affordable prices. In addition, the accelerating pressure on the market has allowed us to further consolidate through acquisitions and store openings.

As a consequence, revenue in the G4 segment increased by 1.3% at constant exchange rates to €1,004 million in HY17, excluding the devaluation of the British Pound. Organic revenue growth and comparable growth were 0.8% and -0.2%, respectively.

In HY17, further operational and supply chain efficiency gains led to an adjusted EBITDA growth in the G4 segment of 2.7% at constant exchange rates. The adjusted EBITDA margin increased by 46bps to 22.1% (21.7% in HY16).

#### Other Europe

in millions of EUR (unless stated otherwise)	HY17	HY16	Change versus prior year	Change at constant FX	Organic growth	Growth from acquisitions
Revenue	472	442	6.8%	6.6%	6.2%	0.4%
Comparable growth (%)	5.3%	0.8%				
Adjusted EBITDA	68	61	10.9%	10.6%	10.1%	0.6%
Adjusted EBITDA margin (%)	14.4%	13.9%	54bps			
Number of stores	1,854	1,787				

In HY17, revenue growth was achieved in Northern, Eastern and Southern Europe. The segment's biggest market, Italy, continued to achieve positive comparable growth while the rebranding process was being completed.

Revenue in the Other Europe segment increased by 6.6% at constant exchange rates to €472 million in HY17 (€442 million in HY16). Organic revenue growth was 6.2%.

As a result of operating leverage from higher sales, adjusted EBITDA in the Other Europe segment increased by 10.6% at constant exchange rates to €68 million in HY17 (€61 million in HY16). The adjusted EBITDA margin increased by 54 bps to 14.4% in HY17 (13.9% in HY16).

## Americas & Asia

in millions of EUR (unless stated otherwise)	HY17	HY16	Change versus prior year	Change at constant FX	Organic growth	Growth from acquisitions
Revenue	245	215	14.0%	14.9%	12.4%	2.6%
Comparable growth (%)	7.4%	9.2%				
Adjusted EBITDA	5	9	-46.0%	-18.2%	-10.8%	-7.3%
Adjusted EBITDA margin (%)	2.0%	4.2%	-218bps			
Number of stores	1,696	1,427				

The America & Asia segment achieved the highest revenue increase of 14.9% at constant exchange rates to €245 million (€215 million in HY16). Comparable growth and organic growth reached 7.4% and 12.4%, respectively. The growth from acquisitions of 2.6% mainly relates to acquisitions in Mexico and Uruguay.

The extensive integration and rebranding of the 181 Walmart optical stores in Mexico, which has led to additional costs throughout HY17, is nearly completed. Following the encouraging results, a further 55 Walmart optical stores will be acquired and integrated before year-end 2017.

Adjusted EBITDA decreased to €5 million in HY17 (€9 million in HY16) with an adjusted EBITDA margin of 2.0% (4.2% in HY16).

## Liquidity and debt

in millions of EUR (unless stated otherwise)	HY17	HY16
Free cash flow	84	92
Capital expenditure	83	63
- Store capital expenditure	59	48
- Non-store capital expenditure	25	15
Acquisitions	4	10
Net debt	755	911
Net debt leverage (times)	1.4	1.7

In HY17, free cash flow (defined as cash flow from operating activities minus capital expenditure) decreased to €84 million (€92 million in HY16) as improvements in working capital were offset by a higher level of capital expenditure and cash outflows compared to the previous year. These cash outflows include an earlier phasing of tax payments.

In line with our digital strategy, non-store capital expenditure increased by €10 million in HY17 to €25 million in HY17 (€15 million in HY16). This includes the final phase of the global ERP roll-out in the G4, the ERP project launch in Latin America, as well as increasing investments in omnichannel and ecommerce functionalities throughout GrandVision.

The increasing number of store openings as well as the rebranding process in Italy and Mexico led to store capital expenditure of €59 million in HY17 (€48 million in HY16). Consequently, total capital expenditure grew to €83 million in HY17 (€63 million in HY16).

Net debt was €755 million at the end of June 2017, compared to €750 million at year-end 2016. During the first half year, the net debt position was impacted by the higher dividend payment, a higher level of capital expenditure as well as higher taxes paid. The 12-month rolling net debt/EBITDA ratio remained stable at 1.4x.

**Statement by the Management Board**

In accordance with the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht), section 5:25d, paragraph 2 sub c, we confirm that, to the best of our knowledge:

- the condensed interim consolidated financial statements for the six months ended 30 June 2017 have been prepared in accordance with IAS 34 (Interim Financial Reporting) as adopted by the European Union and give a true and fair view of the assets, liabilities, financial position and profit or loss of GrandVision N.V. and its subsidiaries; and
- the interim report for the six months ended 30 June 2017 gives a fair review of the information required pursuant to section 5:25d, subsections 8 and 9 of the Dutch Financial Markets Supervision Act.

Schiphol, 1 August 2017

**The Management Board**

Theo Kiesselbach, CEO

Paulo de Castro, CFO

**Financial Calendar 2017**

**31 October 2017** Third Quarter 2017 Trading Update

# Condensed Interim Consolidated Financial Statements

## Interim Consolidated Income Statement

in thousands of EUR	Notes	Six months ended 30 June 2017	Six months ended 30 June 2016
Revenue	5	1,720,762	1,669,723
Cost of sales and direct related costs		- 458,889	- 456,793
Gross profit		1,261,873	1,212,930
Selling and marketing costs		- 873,742	- 838,521
General and administrative costs		- 200,841	- 187,482
Share of result of Associates and Joint Ventures		1,911	1,590
Operating result		189,201	188,517
Financial income		2,205	2,748
Financial costs		- 9,134	- 9,100
Net financial result		- 6,929	- 6,352
Result before tax		182,272	182,165
Income tax	7	- 58,500	- 55,520
<b>Result for the period</b>		<b>123,772</b>	<b>126,645</b>
<b>Attributable to:</b>			
Equity holders		113,618	117,121
Non-controlling interests		10,154	9,524
		123,772	126,645
Earnings per share, basic and diluted (in EUR per share)		0.45	0.46

The accompanying [notes](#) are an integral part of these condensed interim consolidated financial statements.



## Interim Consolidated Statement of Other Comprehensive Income

in thousands of EUR	Six months ended 30 June 2017	Six months ended 30 June 2016
Result for the period	123,772	126,645
<b>Other comprehensive income:</b>		
<b>Items that will not be reclassified to Income Statement</b>		
Remeasurement of post-employment benefit obligations	3,044	- 13,102
Income tax relating to this item	- 915	4,032
	2,129	- 9,070
<b>Items that may be subsequently reclassified to Income Statement</b>		
Currency translation differences	- 20,434	- 32,759
Share of Other Comprehensive Income of Associates and Joint Ventures	- 616	- 645
Cash flow hedges	- 5,554	- 2,812
Income tax	1,557	703
	- 25,047	- 35,513
Other comprehensive income/ loss (net of tax)	- 22,918	- 44,583
<b>Total comprehensive income for the period (net of tax):</b>	<b>100,854</b>	<b>82,062</b>
<b>Attributable to:</b>		
Equity holders	90,730	74,944
Non-controlling interests	10,124	7,118
	100,854	82,062

## Interim Consolidated Balance Sheet

in thousands of EUR	Notes	30 June 2017	31 December 2016
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	8	444,170	443,820
Goodwill	9	994,454	1,012,059
Other intangible assets	10	439,966	445,645
Deferred income tax assets	14	14,287	14,424
Investments in Associates and Joint Ventures		37,641	36,345
Other non-current assets		41,843	45,291
		1,972,361	1,997,584
<b>Current assets</b>			
Inventories		341,831	292,979
Trade and other receivables		311,732	291,494
Current income tax receivables		5,137	6,145
Derivative financial instruments		1,325	5,223
Cash and cash equivalents	11	352,681	181,101
		1,012,706	776,942
<b>Total assets</b>		<b>2,985,067</b>	<b>2,774,526</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity attributable to equity holders</b>			
Share capital	12	57,042	58,140
Other reserves		- 115,506	- 92,618
Retained earnings	13	1,014,867	981,384
		956,403	946,906
<b>Non-controlling interests</b>		<b>61,440</b>	<b>59,667</b>
<b>Total equity</b>		<b>1,017,843</b>	<b>1,006,573</b>
<b>Non-current liabilities</b>			
Borrowings		366,668	388,253
Deferred income tax liabilities	14	66,829	73,847
Post-employment benefits		73,775	75,693
Provisions	15	23,471	12,332
Derivative financial instruments		2,669	4,169
Other non-current liabilities		11,738	13,310
		545,150	567,604
<b>Current liabilities</b>			
Trade and other payables		622,778	588,424
Current income tax liabilities		42,348	41,827
Borrowings	11	736,006	543,190
Derivative financial instruments		3,830	865
Provisions	15	17,112	26,043
		1,422,074	1,200,349
<b>Total liabilities</b>		<b>1,967,224</b>	<b>1,767,953</b>
<b>Total equity and liabilities</b>		<b>2,985,067</b>	<b>2,774,526</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

## Interim Consolidated Statement of Changes in Shareholders' Equity

in thousands of EUR	Notes	Attributable to the equity holders					Total	Non-controlling interest	Total equity
		Share capital	Share premium	Treasury shares	Other reserves	Retained earnings			
<b>At 1 January 2017</b>		<b>5,089</b>	<b>86,781</b>	<b>- 33,730</b>	<b>- 92,618</b>	<b>981,384</b>	<b>946,906</b>	<b>59,667</b>	<b>1,006,573</b>
Result for the period		-	-	-	-	113,618	113,618	10,154	123,772
Cash flow hedge reserve		-	-	-	- 4,281	-	- 4,281	284	- 3,997
Remeasurement of post-employment benefit obligations		-	-	-	2,142	-	2,142	- 13	2,129
Cumulative currency translation reserve		-	-	-	- 20,749	-	- 20,749	- 301	- 21,050
Total comprehensive income		-	-	-	- 22,888	113,618	90,730	10,124	100,854
Share-based payments	<u>12,13</u>	-	- 17,075	15,977	-	- 1,772	- 2,870	-	- 2,870
Dividends	<u>13</u>	-	-	-	-	- 78,363	- 78,363	- 8,351	- 86,714
Total transactions with equity holders		-	- 17,075	15,977	-	- 80,135	- 81,233	- 8,351	- 89,584
<b>At 30 June 2017</b>		<b>5,089</b>	<b>69,706</b>	<b>- 17,753</b>	<b>- 115,506</b>	<b>1,014,867</b>	<b>956,403</b>	<b>61,440</b>	<b>1,017,843</b>
<b>At 1 January 2016</b>		<b>254</b>	<b>93,812</b>	<b>- 42,251</b>	<b>- 59,723</b>	<b>786,428</b>	<b>778,520</b>	<b>53,255</b>	<b>831,775</b>
Result for the period		-	-	-	-	117,121	117,121	9,524	126,645
Cash flow hedge reserve		-	-	-	- 2,121	-	- 2,121	12	- 2,109
Remeasurement of post-employment benefit obligations		-	-	-	- 9,037	-	- 9,037	- 33	- 9,070
Cumulative currency translation reserve		-	-	-	- 31,019	-	- 31,019	- 2,385	- 33,404
Total comprehensive income		-	-	-	- 42,177	117,121	74,944	7,118	82,062
Purchase of treasury shares	<u>12</u>	-	-	- 2,411	-	-	- 2,411	-	- 2,411
Issue of share capital	<u>12</u>	4,835	- 4,835	-	-	-	-	-	-
Share-based payments	<u>12,13</u>	-	- 7,349	10,932	-	- 1,077	2,506	-	2,506
Dividends	<u>13</u>	-	-	-	-	- 35,327	- 35,327	- 7,249	- 42,576
Total transactions with equity holders		4,835	- 12,184	8,521	-	- 36,404	- 35,232	- 7,249	- 42,481
<b>At 30 June 2016</b>		<b>5,089</b>	<b>81,628</b>	<b>- 33,730</b>	<b>- 101,900</b>	<b>867,145</b>	<b>818,232</b>	<b>53,124</b>	<b>871,356</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

## Interim Consolidated Cash Flow Statement

in thousands of EUR	Notes	Six months ended 30 June 2017	Six months ended 30 June 2016
<b>Cash flows from operating activities</b>			
Cash generated from operations		230,621	205,482
Tax paid		- 63,299	- 50,445
<b>Net cash from operating activities</b>		<b>167,322</b>	<b>155,037</b>
<b>Cash flows from investing activities</b>			
Acquisition of subsidiaries, net of cash acquired	<u>6</u>	- 3,629	- 9,702
Purchase of property, plant and equipment	<u>8</u>	- 63,603	- 53,023
Proceeds from sales of property, plant and equipment		1,961	1,859
Purchase of intangible assets	<u>10</u>	- 19,875	- 10,412
Proceeds from sales of intangible assets		66	1,429
Other non-current receivables		4,393	- 1,104
Interest received		2,758	2,143
<b>Net cash used in investing activities</b>		<b>- 77,929</b>	<b>- 68,810</b>
<b>Cash flows from financing activities</b>			
Purchase of treasury shares		-	- 2,411
Proceeds from borrowings		166,471	50,867
Repayments of borrowings		- 170,151	- 54,813
Dividends paid to shareholders	<u>13</u>	- 78,363	- 35,327
Dividends paid to non-controlling interest		- 8,351	- 7,249
Interest swap payments		- 1,518	- 1,751
Interest paid		- 6,089	- 7,336
<b>Net cash generated from/ (used in) financing activities</b>		<b>- 98,001</b>	<b>- 58,020</b>
<b>Increase / (decrease) in cash and cash equivalents</b>		<b>- 8,608</b>	<b>28,207</b>
<b>Movement in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of the period		37,705	- 81,806
Increase / (decrease) in cash and cash equivalents		- 8,608	28,207
Exchange gains/ (losses) on cash and cash equivalents		- 3,604	- 978
<b>Cash and cash equivalents at end of the period</b>		<b>25,493</b>	<b>- 54,577</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

# Notes to the Condensed Interim Consolidated Financial Statements

## 1 General Information

GrandVision N.V. ('the Company') is a public limited liability company and is incorporated and domiciled in Haarlemmermeer, the Netherlands. The Company's Chamber of Commerce registration number is 50338269. The address of its registered office is as follows: The Base, Evert van de Beekstraat 1-80, Tower C, 6 th floor, 1118 CL Schiphol, the Netherlands.

At 30 June 2017, 76.72% of the issued shares are owned by HAL Optical Investments B.V. and 22.47% by institutional and retail investors, with the remaining shares held by GrandVision's Management Board (0.47%) and in treasury (0.34%). HAL Optical Investments B.V. is indirectly controlled by HAL Holding N.V. All HAL Holding N.V. shares are held by HAL Trust. HAL Trust is listed on the Euronext Amsterdam stock exchange.

GrandVision N.V. and its subsidiaries (together, referred to as 'the Group') comprise a number of optical retail chains operated under different retail banners. As of 30 June 2017, the Group, including its associates and joint ventures, operated 6,631 (31 December 2016: 6,516) optical retail stores (including franchise stores) in Argentina, Austria, Bahrain, Belgium, Brazil, Bulgaria, Chile, China, Colombia, Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, India, Ireland, Italy, Kuwait, Luxembourg, Malta, Mexico, Monaco, the Netherlands, Norway, Oman, Peru, Poland, Portugal, Russia, Qatar, Saudi Arabia, Slovakia, Spain, Sweden, Switzerland, Turkey, the United Arab Emirates, the United Kingdom, the United States and Uruguay. At 30 June 2017 the number of average full-time equivalents within the Group (excluding associates and joint ventures) was 29,441 (31 December 2016: 28,766).

These condensed interim financial statements have been reviewed, not audited.

## 2 Basis of Preparation and Accounting Policies

### 2.1 Basis of Preparation

#### *Statement of compliance*

These condensed interim financial statements for the six months ended 30 June 2017 have been prepared in accordance with IAS 34, 'Interim financial reporting' as issued by the International Accounting Standards Board (IASB) and as adopted by the European Union. The condensed interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements as at 31 December 2016, which have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) as adopted by the European Union.

#### *Currency*

The condensed interim financial statements are presented in Euros (€). Amounts are shown in thousands of euros unless otherwise stated. The euro is the presentation currency of the Group.

## *Estimates*

Preparing the financial statements in accordance with IFRS means that management is required to make assessments, estimates and assumptions that influence the application of regulations and the amounts reported for assets, equity, liabilities, commitments, income and expenses. The estimates made and the related assumptions are based on historical experience and various other factors, such as relevant knowledge, which are considered to be reasonable under the given circumstances.

The condensed interim financial statements have been prepared under the historical cost convention except for financial derivatives, share-based payment plans, contingent considerations, certain non-current assets and post-employment benefits. The estimates and assumptions serve as the basis for assessing the value of recognized assets and liabilities whose amounts cannot currently be determined from other sources. However, actual results may differ from the estimates. Estimates and underlying assumptions are subject to constant assessment. Changes in estimates and assumptions are recognized in the period in which the estimates are revised.

Assessments and estimates, made by management under IFRS that have a significant impact on the condensed interim consolidated financial statements, carry the risk of a possible material inaccuracy. In preparing these condensed interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2016. The principles of valuation and determination of results have been applied consistently by the Group companies during the periods presented in these condensed interim consolidated financial statements.

## **2.2 Changes in Accounting Policy and Disclosures**

### **2.2.1 New and Amended Standards and Interpretations To Be Adopted by the Group**

The amended standards effective for the current reporting period listed below are applicable to the Group and will be adopted by the Group and implemented when endorsed by the European Union.

- IAS 1 *Disclosure Initiative - Amendments to IAS 7 Statement of Cash Flows*, were issued in January 2016 and are effective for accounting periods beginning on or after 1 January 2017. These amendments will result in additional disclosures regarding cash and non-cash movements in liabilities arising from financing activities.
- IAS 12 *Recognition of Deferred Tax Assets for Unrealized Losses - Amendments to IAS 12*, were issued in January 2016 and are effective for accounting periods beginning on or after 1 January 2017. The amendments include additional guidance on how to determine future taxable profits. These amendments do not have a significant effect on the reporting or accounting policies of the Group.

### **2.2.2 New Standards, Amendments and Interpretations Issued But Not Effective for the Reported Period and Not Adopted Early**

The following new standards and amendments to standards and interpretations are applicable to the Group and are effective for annual periods beginning after 1 January 2017. These have not been applied in preparing these condensed interim financial statements, and will be adopted by the Group at the moment they become effective.

- IFRS 16 *Leases*, the new leasing standard was published in January 2016. It will result in the majority of the leases being recognized on the Balance Sheet, as the distinction between operating and finance leases is removed. The standard is effective for accounting periods beginning on or after 1 January 2019. In the 6 month period ended 30 June 2017, the Group has

progressed in its IFRS 16 implementation project and aims to have a more reasonable estimate of the potential financial impacts during the period of implementation. GrandVision confirms that the implementation of IFRS 16 have a significant impact on the financial ratios, presentation and disclosures of its financial statements.

- IFRS 15 *Revenue from Contracts with Customers* establishes a five-step model to account for revenue arising from contracts with customers. The standard is effective for accounting periods beginning on or after 1 January 2018. In the 6 month period ended 30 June 2017 the Group has made further steps to implement IFRS 15, and still expects that the standard will have a limited impact as reported in its 2016 Annual Report. GrandVision will adopt the new standard on the required effective date using the full retrospective method, using the practical expedients for significant financing components and completed contracts.
- IFRS 9 *Financial Instruments*. IFRS 9 retains but simplifies the mixed-measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The standard is effective for accounting periods beginning on or after 1 January 2018. Based on our current financial position, GrandVision does not expect a significant quantitative impact as result of IFRS 9. Furthermore, IFRS 9 better aligns the accounting for hedging instruments with the Group's risk management objectives. GrandVision still expects that as from 2018 the nature and extent of the Group's presentation and disclosures in particular with regard to hedge accounting, credit risk and expected credit losses will change as a result of IFRS 9.
- Amendments to IFRS 2 *Share-based Payments*, were issued in June 2016 and are effective for accounting periods beginning on or after 1 January 2018. The amendments are intended to eliminate diversity in practice of certain share-based payment transactions, including the classification of net settlement arrangements for an entity's obligation under tax laws and regulations to remit its employees' personal taxes relating to share-based payments. GrandVision is continuing its assessment of the impact of these amendments on its financial statements.
- IFRIC Interpretation 22 *Foreign Currency Transactions and Advance Consideration*, was issued in December 2016 and is effective for accounting periods beginning on or after 1 January 2018. The interpretation clarifies the date on which a foreign currency transaction paid or received in advance should be translated in the entity's functional currency. GrandVision is continuing its assessment of the impact on its financial statements.
- IFRIC Interpretation 23 *Uncertainty over Income Tax Treatments*, was issued in June 2017 and is effective for accounting periods beginning on or after 1 January 2019. The interpretation sets out how to determine the accounting tax positions when there is uncertainty over income tax treatments under IAS 12 *Income Taxes*. The Group is currently assessing the impact on its financial statements.

### 2.3 Netting of deferred income tax positions

Until 2016, the Group presented deferred income tax assets and deferred income tax liabilities as separate assets and liabilities. During 2017, the Group conducted a detailed review of its deferred tax positions across jurisdictions of presence in line with the criteria of IAS 12 *Income Taxes* and adjusted its comparable figures at 31 December 2016 to present qualifying positions on a net basis. Refer to note [14](#) for more details.

### 2.4 Significant Accounting Policies

The principal accounting policies adopted in the preparation of these condensed interim financial statements are consistent with those applied when preparing the annual financial statements for the year ended 31 December 2016. The policies have been consistently applied to all the periods presented, unless otherwise stated.

## 3 Financial Risk Management

### 3.1 Capital Risk Management

The Group's financial risks management objectives, risk factors and policies are consistent with those disclosed when preparing the annual financial statements for the year ended 31 December 2016.

in thousands of EUR	30 June 2017	31 December 2016
Equity attributable to equity holders	956,403	946,906
Net debt	755,167	750,153
Adjusted EBITDA - last 12 months	540,756	537,148
Leverage ratio	1.4	1.4

Management believes the current capital structure, operational cash flows and profitability of the Group will safeguard the Group's ability to continue as a going concern. GrandVision aims to maintain a maximum leverage ratio of 2.0 (net debt / adjusted EBITDA) excluding the impact of any borrowings associated with, and any EBITDA amounts attributable to major acquisitions.

Net debt consists of the Group's borrowings, derivative financial instruments and cash and cash equivalents.

## 4 Seasonality of Operations

Due to the geographical presence of our operations and accordingly different seasons within the periods, the seasonality in the individual countries varies throughout the Group. This results in minimal impact from seasonality on Revenue and EBITDA on the Group level.

## 5 Segment Information

The Management Board forms the Group's chief operating decision-maker ('CODM'). Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

The Group's business is organized and managed on a geographic basis and operates through three business segments: the G4, Other Europe and Americas & Asia. All geographic segments are involved in the optical retail industry, and there are no other significant product lines or sources of revenue for the Company.

There has been no aggregation of operating segments into reportable segments.



The Group's reportable segments are defined as follows and have not changed in the 6 months ending 30 June 2017:

- **G4**, consisting of the Netherlands & Belgium, the United Kingdom & Ireland, France & Luxembourg and Germany & Austria
- **Other Europe**, consisting of Bulgaria, Cyprus, the Czech Republic, Denmark, Estonia, Finland, Greece, Hungary, Italy, Norway, Poland, Portugal, Slovakia, Spain, Sweden and Switzerland
- **Americas & Asia**, consisting of Argentina, Brazil, Chile, China, Colombia, India, Mexico, Peru, Russia, Turkey, the United States and Uruguay

The most important measures assessed by the CODM and used to make decisions about resources to be allocated are total net revenue and adjusted EBITDA. Measures of assets and liabilities by segment are not reported to the CODM.

The following table presents total net revenue and adjusted EBITDA for the operating segments for the six months ended 30 June 2017 and 2016, respectively. The adjusted EBITDA is defined as EBITDA excluding other reconciling items and exceptional non-recurring items. The non-recurring items in 2017 are mainly related to restructuring, employee-related provisions and costs related to prior years. The non-recurring items in 2016 relate to acquisition costs for recent acquired businesses, integration costs following the merger of the Italian business and corrections related to prior years. A reconciliation from adjusted EBITDA to earnings before taxes is presented within each table below. Other reconciling items represent corporate costs that are not allocated to a specific segment.

in thousands of EUR	G4	Other Europe	Americas & Asia	Total
<b>Six months ended 30 June 2017</b>				
Total net revenue	1,004,002	472,084	244,676	1,720,762
Adjusted EBITDA	222,139	67,968	4,810	294,917
Other reconciling items				- 18,910
<b>Total adjusted EBITDA</b>				<b>276,007</b>
Non-recurring items				- 6,263
Depreciation				- 56,883
Amortization and impairments				- 23,660
<b>Operating income/loss</b>				<b>189,201</b>
Non-operating items:				
Net financial result				- 6,929
<b>Earnings before tax</b>				<b>182,272</b>
<b>Six months ended 30 June 2016</b>				
Total net revenue	1,013,026	442,131	214,566	1,669,723
Adjusted EBITDA	219,517	61,282	8,906	289,705
Other reconciling items				- 17,306
<b>Total adjusted EBITDA</b>				<b>272,399</b>
Non-recurring items				- 5,590
Depreciation				- 54,320
Amortization and impairments				- 23,972
<b>Operating income/loss</b>				<b>188,517</b>
Non-operating items:				
Net financial result				- 6,352
<b>Earnings before tax</b>				<b>182,165</b>

## 6 Acquisitions of Subsidiaries, Associates and Non-Controlling Interests

The following acquisitions and adjustments to the purchase price allocation were done in 2017.

### *Store acquisitions*

During the 6 month period ended 30 June 2017, the Group acquired 7 stores in the G4 segment, further strengthening its market position. After the initial allocation of the consideration transferred for the acquisitions of the assets, liabilities and contingent liabilities in 2017, an amount of €1,520 was identified as provisional goodwill. The goodwill is attributable to the high profitability of the acquired business and the expected synergies following the integration of the acquired business into our existing organization. The goodwill mainly comprises the skilled employees and the locations of the acquired stores, which cannot be recognized as separately identifiable assets.

Consideration paid in cash and cash equivalents less cash acquired amounted to €3,629. The fair value of acquired net assets and liabilities and adjustments to purchase price allocation amounted to €2,110, mainly consisting of property, plant and equipment and other intangible assets of €2,191.

In the 6 month period ended 30 June 2017, these acquisitions contributed €1,172 in revenue and €246 in net result for the Group since their acquisition dates. Had these acquisitions in 2017 been consolidated for the full 6 month period ended 30 June 2017, revenue and net result would have been €1,748 and €248 respectively.

On 19 April 2017 the Group announced the acquisition of Tesco Opticians through its UK business, Vision Express. Subject to regulatory approval by the UK Competition and Markets Authority, the transaction is expected to complete later in 2017.

### *Adjustment to purchase price allocation*

The Group finalized the purchase price allocation for Optica Lux in Uruguay and updated the purchase price allocation for (store) acquisitions done in the second half of 2016. This did not result in a change in the value of recognized goodwill.

## 7 Income Tax

Income tax expense is recognized based on actual income tax rates for the period ended 30 June 2017 and 2016. The effective tax rate of the six months ended 30 June 2017 is 32.1% (for the six months ended 30 June 2016 it was 30.5%). The increase in effective tax rate mainly relates to an increase in unrecognized tax losses in certain countries.

## 8 Property, Plant and Equipment

in thousands of EUR	Buildings and leasehold improvements	Machinery and equipment	Furniture and vehicles	Total
<b>At 1 January 2017</b>				
Cost	516,478	491,483	385,332	1,393,293
Accumulated depreciation and impairment	-298,948	-373,266	-277,259	-949,473
Carrying amount	<u>217,530</u>	<u>118,217</u>	<u>108,073</u>	<u>443,820</u>
<b>Movements</b>				
Acquisitions	197	130	60	387
Additions	31,916	15,411	16,276	63,603
Disposals / retirements	-1,051	-432	-586	-2,069
Depreciation charge	-22,769	-19,247	-14,867	-56,883
Reclassification	-653	251	248	-154
Exchange differences	-2,620	-815	-1,099	-4,534
<b>At 30 June 2017</b>	<b><u>222,550</u></b>	<b><u>113,515</u></b>	<b><u>108,105</u></b>	<b><u>444,170</u></b>
Cost	529,368	487,124	386,491	1,402,983
Accumulated depreciation and impairment	-306,818	-373,609	-278,386	-958,813
Carrying amount	<u>222,550</u>	<u>113,515</u>	<u>108,105</u>	<u>444,170</u>
<b>At 1 January 2016</b>				
Cost	516,903	552,036	358,287	1,427,226
Accumulated depreciation and impairment	-311,280	-423,135	-261,499	-995,914
Carrying amount	<u>205,623</u>	<u>128,901</u>	<u>96,788</u>	<u>431,312</u>
<b>Movements</b>				
Acquisitions	244	74	240	558
Additions	22,554	15,112	15,357	53,023
Disposals / retirements	-956	-771	-1,037	-2,764
Impairment	-	-	-110	-110
Depreciation charge	-20,710	-19,954	-13,656	-54,320
Reclassification	764	-5,980	4,987	-229
Exchange differences	-5,469	-2,993	-1,288	-9,750
<b>At 30 June 2016</b>	<b><u>202,050</u></b>	<b><u>114,389</u></b>	<b><u>101,281</u></b>	<b><u>417,720</u></b>

## 9 Goodwill

in thousands of EUR	Notes	Six months ended 30 June 2017	Six months ended 30 June 2016
Carrying amount as at 1 January		1,012,059	1,025,213
Acquisitions	<u>6</u>	1,520	8,063
Adjustment to purchase price allocation		-	453
Reclassification		- 535	- 117
Exchange differences		- 18,590	- 20,949
Carrying amount as at 30 June		994,454	1,012,663
Costs		1,035,549	1,051,452
Accumulated impairment		- 41,095	- 38,789
Carrying amount as at 30 June		994,454	1,012,663

The impairment test on goodwill is performed in the second half year. During the reporting period there were no impairments.

## 10 Other Intangible Assets

in thousands of EUR	Key money	Trademarks	Software	Other	Total
<b>At 1 January 2017</b>					
Cost	221,617	272,571	187,694	99,296	781,178
Accumulated depreciation and impairment	- 10,332	- 154,002	- 116,961	- 54,238	- 335,533
Carrying amount	<u>211,285</u>	<u>118,569</u>	<u>70,733</u>	<u>45,058</u>	<u>445,645</u>
<b>Movements</b>					
Acquisitions	840	-	-	964	1,804
Additions	596	-	18,973	306	19,875
Disposals	-	-	- 46	- 2	- 48
Amortization charge	-	- 9,278	- 8,522	- 5,267	- 23,067
Impairment	- 593	-	-	-	- 593
Reclassification	535	-	166	- 12	689
Exchange differences	- 579	- 1,538	- 514	- 1,708	- 4,339
Carrying amount as at 30 June 2017	<u>212,084</u>	<u>107,753</u>	<u>80,790</u>	<u>39,339</u>	<u>439,966</u>
Cost	222,357	268,332	205,192	96,577	792,458
Accumulated amortization and impairment	- 10,273	- 160,579	- 124,402	- 57,238	- 352,492
Carrying amount	<u>212,084</u>	<u>107,753</u>	<u>80,790</u>	<u>39,339</u>	<u>439,966</u>
<b>At 1 January 2016</b>					
Cost	218,061	277,927	172,762	91,433	760,183
Accumulated depreciation and impairment	- 9,374	- 134,195	- 117,266	- 44,930	- 305,765
Carrying amount	<u>208,687</u>	<u>143,732</u>	<u>55,496</u>	<u>46,503</u>	<u>454,418</u>
<b>Movements</b>					
Acquisitions	704	-	-	548	1,252
Additions	824	1	9,192	395	10,412
Disposals	- 568	-	- 742	- 56	- 1,366
Amortization charge	-	- 9,442	- 8,791	- 5,180	- 23,413
Impairment	- 559	-	-	-	- 559
Reclassification	-	-	403	123	526
Exchange differences	967	- 2,825	- 292	- 1,747	- 3,897
Carrying amount as at 30 June 2016	<u>210,055</u>	<u>131,466</u>	<u>55,266</u>	<u>40,586</u>	<u>437,373</u>

### Software

The additions to software mainly relate to licenses and expenses related to the Groups' global ERP project.

## 11 Cash and Cash Equivalents

in thousands of EUR	30 June 2017	31 December 2016
Cash at bank and in hand	349,779	171,902
Short-term bank deposits and marketable securities	2,902	9,199
	352,681	181,101

For the purpose of the cash flow statement, cash and cash equivalents comprises of cash and bank balances €352,681 (30 June 2016: €187,833) and bank overdrafts €327,188 (30 June 2016: €242,410). This resulted in an amount of €25,493 (30 June 2016: €-54,577).

The increase during the 6 months ended 30 June 2017 in both cash and cash equivalents and bank overdrafts is related to an increase in cash pool activities. In the Balance Sheet, bank overdrafts are included in borrowings in current liabilities.

Bank overdrafts include drawings on the uncommitted bilateral overdraft and money market facilities.

## 12 Share Capital

in thousands of EUR	Number of shares outstanding	Ordinary shares (in thousands of EUR)	Share premium (in thousands of EUR)	Total (in thousands of EUR)
<b>Six months ended 30 June 2017</b>				
At 1 January 2017	252,784,608	5,089	53,051	58,140
Share-based payments	798,812	-	- 1,098	- 1,098
At 30 June 2017	<b>253,583,420</b>	<b>5,089</b>	<b>51,953</b>	<b>57,042</b>
<b>Six months ended 30 June 2016</b>				
At 1 January 2016	252,337,979	254	51,561	51,815
Issue of ordinary shares	-	4,835	- 4,835	-
Share-based payments	546,629	-	3,583	3,583
Treasury shares	- 100,000	-	- 2,411	- 2,411
At 30 June 2016	<b>252,784,608</b>	<b>5,089</b>	<b>47,898</b>	<b>52,987</b>

The share-based payment plan movements within share capital of €1,098 during this period relate to the periodic expenses and settlements of the plans (6 months ending 30 June 2016: €3,583).

GrandVision provided 798,812 shares following the vesting in 2017. The number of shares held in treasury at 30 June 2017 were 860,420 (30 June 2016: 1,659,232).

## 13 Retained earnings

in thousands of EUR	Six months ended 30 June 2017	Six months ended 30 June 2016
Balance at 1 January	981,384	786,428
Result for the year	113,618	117,121
Dividends paid	- 78,363	- 35,327
Share-based payments	- 1,772	- 1,077
Balance at 30 June	1,014,867	867,145

For 2016, a total dividend of EUR 0.31 per share was paid out in the first half year of 2017 for a total of €78,363.

A final dividend for 2015 of EUR 0.14 per share was paid out in the first half year of 2016 for a total of €35,327.

## 14 Deferred Income Taxes

During 2017, resulting from a detailed review of its deferred tax positions in line with the criteria of IAS 12 *Income Taxes*, the presentation relating to deferred income tax assets and deferred income tax liabilities for certain qualifying positions has changed from gross presentation to a net presentation. The comparable figures at 31 December 2016 changed and the only impact is a decrease of €60,193 in both 'Deferred income tax assets' and 'Deferred income tax liabilities'.

Had the deferred income tax positions at 30 June 2017 been reported on a gross basis, the impact would have been an increase of €59,987 in both 'Deferred income tax assets' and 'Deferred income tax liabilities'.

Across jurisdictions of presence, the Group has accumulated not recognized tax losses amounting to €267,667 million, of which €203,065 million are offsettable for an unlimited period of time.

## 15 Provisions

in thousands of EUR	Legal and regulatory	Warranty	Employee-related	Share-based payments	Other	Total
<b>Six months ended 30</b>						
<b>June 2017</b>						
At 1 January 2017	21,805	8,121	6,585	216	1,648	38,375
Addition to provision	1,448	1,596	2,550	-	411	6,005
Reversal of provision	- 182	-	- 683	-	- 90	- 955
Utilized during the year	- 478	- 1,210	- 406	- 216	- 217	- 2,527
Exchange differences	- 160	- 5	- 114	-	- 36	- 315
At 30 June 2017	<u>22,433</u>	<u>8,502</u>	<u>7,932</u>	<u>-</u>	<u>1,716</u>	<u>40,583</u>
Non-current	12,506	5,363	5,061	-	541	23,471
Current	9,927	3,139	2,871	-	1,175	17,112
At 30 June 2017	<u>22,433</u>	<u>8,502</u>	<u>7,932</u>	<u>-</u>	<u>1,716</u>	<u>40,583</u>
<b>Six months ended 30</b>						
<b>June 2016</b>						
At 1 January 2016	21,673	8,632	4,294	876	1,990	37,465
Acquisitions	-	-	-	-	163	163
Addition to provision	1,104	1,611	722	-	350	3,787
Reversal of provision	- 1,380	- 447	- 480	-	- 257	- 2,564
Utilized during the year	- 2,035	- 1,067	- 717	- 720	- 363	- 4,902
Other movements	-	11	-	-	- 11	-
Exchange differences	79	- 9	- 2	- 3	4	69
At 30 June 2016	<u>19,441</u>	<u>8,731</u>	<u>3,817</u>	<u>153</u>	<u>1,876</u>	<u>34,018</u>
Non-current	1,913	5,161	3,045	-	565	10,684
Current	17,528	3,570	772	153	1,311	23,334
At 30 June 2016	<u>19,441</u>	<u>8,731</u>	<u>3,817</u>	<u>153</u>	<u>1,876</u>	<u>34,018</u>

### Legal and regulatory

The provision mainly relates to investigations of French Competition Authority.

In June 2009, the French Competition Authority ("FCA") investigated certain optical suppliers and optical retailers, including GrandVision, active in the branded sunglasses and branded frames sector in France, investigating whether these parties entered into vertical restraints in relation to the distribution of branded sunglasses and branded frames. In May 2015, the Company received a statement of objections ('notification de griefs') from the FCA. The Company responded to this statement of objections and booked an adequate provision determined by an assessment of the probability and amount of potential liability. The Company received an official report ("Rapport") from the FCA on 22 July 2016, reconfirming the accusation and confirming GrandVision's assumptions of the probability and amount of the potential liability. The Company timely responded to this report on 26 October 2016. On 15 December 2016 a hearing was held before the FCA. As the Company expects that the procedure will continue beyond the initial anticipated period, the provision was reclassified from current to non-current provisions in 2017.

### Employee-related

The additions in 2017 relate mainly to severance costs of certain employees as part of restructuring activities.



## 16 Contingencies

There are no significant changes in contingent liabilities at the end of 30 June 2017 compared to 31 December 2016 as included in financial statements 2016.

## 17 Related Parties

During the first six months of 2017 GrandVision acquired goods from Safilo (a group company of HAL Holding N.V.) for an amount of €33,538 (31 December 2016: €79,900).

Other positions with Related Parties are as follows:

in thousands of EUR	30 June 2017	31 December 2016
<b>Trade receivables:</b>		
Safilo	6,428	8,540
Other HAL subsidiaries	65	397
	<u>6,493</u>	<u>8,937</u>
<b>Trade payables:</b>		
Safilo	22,464	21,116
HAL Investments B.V	1,885	2,153
Other HAL subsidiaries	453	145
	<u>24,802</u>	<u>23,414</u>

# Subsequent Events

There are no subsequent events to report.

