

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF FOLLI FOLLIE HONG KONG LIMITED (Incorporated in the Hong Kong with limited liability)

卓匯會計師事務所有限公司 Chung & Partners Limitied Certified Public Accountants

Room 1520, 15/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong 香港銅綠灣禮頻道 77 號 禮頻中心 1520 室 Tel (852) 2524 7300 Fax (852) 2524 1213

www.cpi-cpa.com

We have audited the consolidated financial statements of Folli Follie Hong Kong Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 2 to 23, which comprise the consolidated statement of financial position as at 31 December 2009, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The Directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2009 and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards.

Chung & Partners Limited Certified Public Accountants Hong Kong, 28 March 2010 CHUNG, Yau Yan Sammy Practising Certificate No. P02155

FOLLI FOLLIE HONG KONG LIMITED

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2009

	Note	2009 US\$	2008 US\$ (restated)
REVENUE	6	420,500,264	366,281,897
Cost of sales Gross profit	-	(215,013,090) 205,487,174	(182,750,778) 183,531,119
Other gains and losses Selling expenses Administrative expenses	7	(3,750,794) (54,812,195) (10,098,474)	3,069,177 (59,664,224) (10,878,729)
Net finance costs / income PROFIT BEFORE TAXATION	8 _	(38,561) 136,787,150	10,547 116,067,890
Taxation PROFIT FOR THE YEAR	9 10 =	(23,116,767) 113,670,383	(19,275,580) 96,792,310
Profit attributable to:			
The Company's shareholders Minority interests		114,040,447 (370,064)	96,759,271 33,039
	=	113,670,383	96,792,310

FOLLI FOLLIE HONG KONG LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2009

Land the state of			
	Note	2009 US\$	2008 US\$
NON-CURRENT ASSETS			
Plant and equipment	11	7,946,748	7,530,377
Goodwill	12	740,897	305,947
Investment properties	13	11,185,897	11,885,897
Deferred tax assets	14	365,922	258,906
Loan receivables	15	3,506,822	13,807,125
Rental deposits	, ,	2,260,320	2,102,559
·		26,006,606	35,890,811
CURRENT ASSETS			00,000,011
Inventories	16	123,225,319	85,771,318
Amount due from a fellow subsidiary		-	9,962
Amount due from holding company		5,141,340	422,568
Trade receivables	17	299,444,659	245,421,723
Other receivables, deposits and prepayments	18	42,816,147	57,813,741
Bank and cash balances		80,303,376	33,491,163
		550,930,841	422,930,475
TOTAL ASSETS		576,937,447	458,821,286
EQUITY			·
	40	00 570 400	00 550 400
Share capital Reserves	19	20,579,103	20,579,103
Equity attributable to the Company's shareholders		518,851,215	404,995,859
Minority interests	20	539,430,318	425,574,962
TOTAL EQUITY	20	757,883	811,834
TOTAL EQUIT		540,188,201	426,386,796
NON-CURRENT LIABILITIES			
Obligations under hire purchase contracts			3,998
Mortgage loans		2,458,065	3,280,591
Long term loan		2,400,000	3,200,381
27.5 (21.1.104)		2,458,065	3,284,589
CURRENT LIABILITIES		2,400,000	0,204,000
Amounts due to fellow subsidiaries		17,633,520	11,558,088
Amount due to a director		468,356	11,000,000
Trade payables and accruals		7,042,295	9,927,056
Obligations under hire purchase contracts		-	15,992
Mortgage loans		701,774	1,038,772
Tax payable		8,445,236	6,609,993
• •		34,291,181	29,149,901
TOTAL EQUITY AND LIABILITIES		576,937,447	458,821,286
		-,,,,,,,	,,

These consolidated financial statements on page 2 to 23 were approved by the Board of Directors on 28 March 2010 and are signed on its behalf by:

Director

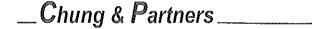
Director

FOLLI FOLLIE HONG KONG LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2009

	2009 US\$	2008 US\$ (restated)
PROFIT FOR THE YEAR	113,670,383	96,792,310
Exchange translation differences on foreign operations Total comprehensive income for the year	(213,970) 113,456,413	(1,309,411) 95,482,899
Total comprehensive income attributable to: The Company's shareholders Minority interests	113,855,356 (398,943) 113,456,413	95,346,972 135,927 95,482,899



INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF FOLLI FOLLIE JAPAN, LTD.

(Incorporated in Japan with limited liability)

卓匯會計師事務所有限公司 Chung & Partners Limitied Certified Public Accountants

Room 1520, 15/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong 香港銅輝灣禮頓道 77 號 禮頓中心 1520 室 Tel (852) 2524 7300 Fax (852) 2524 1213

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Report on the financial statements

We have audited the financial statements of Folli Follie Japan, Ltd. (the "Company") set out on pages 2 to 12, which comprise the balance sheet as at 31 December 2009, the income statement, the statement of changes in equity and cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' responsibility for the financial statements

The Directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with International Financial Reporting Standards. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with International Standards on Auditing, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as at 31 December 2009 and of its profit and cash flows for the year then ended in accordance with International Financial Reporting Standards.

Chung & Partners Limited Certified Public Accountants Hong Kong, 12 March 2010 CHUNG, Yau Yan Sammy Practising Certificate No. P02155

FOLLI FOLLIE JAPAN, LTD.

INCOME STATEMENT

For the year ended 31 December 2009

	Note	2009 JPY'000	2008 JPY'000 (restated)
REVENUE	5	4,820,546	5,255,252
Cost of sales Gross profit		(1,469,158) 3,351,388	(1,700,980) 3,554,272
Other gains and losses Selling expenses Administrative expenses Finance costs PROFIT BEFORE TAXATION	6 7 8	48,297 (2,516,950) (852,638) (15,189) 14,908	317,254 (2,711,026) (858,255) (11,420) 290,825
Taxation PROFIT FOR THE YEAR	9	<u>(10,161)</u> <u>4,747</u>	(95,717) 195,108

FOLLI FOLLIE JAPAN, LTD.

BALANCE SHEET A 31 December 2009

	Note	2009 JPY'000	2008 JPY'000
ASSETS NON-CURRENT ASSETS			
Deferred tax assets	10	234,247	234,247
Plant and equipment	.11	206,200	264,994
• •		440,447	499,241
CURRENT ASSETS			
Inventories		485,934	1,262,695
Amount due from a fellow subsidiary		710,083	192,075
Debtors, deposits and prepayments		1,269,967	1,336,325
Tax recoverable		- -	44,205
Bank and cash balances		51,981	276,464
TOTAL ASSETS		2,517,965 2,958,412	3,111,764
TOTAL AGGLTG		2,900,412	3,611,005
EQUITY AND LIABILITIES CAPITAL AND RESERVES			
Share capital	12	249,440	249,440
Reserves		1,300,981	1,300,234
		1,550,421	1,549,674
NON-CURRENT LIABILITIES			
Borrowings	13	301,479	333,455
CURRENT LIABILITIES			
Amount due to holding company		2,599	3,635
Amount due to a fellow subsidiary		3,730	73,262
Borrowings	13	546,742	334,650
Tax payable		10,161	-
Creditors and accruals		543,280	1,316,329
TOTAL LIADELTICO		1,106,512	1,727,876
TOTAL LIABILITIES		1,407,991	2,061,331
TOTAL EQUITY AND LIABILITIES		2,958,412	3,611,005

The financial statements on pages 2 to 12 were approved by the Board of Directors on 12 March 2010 and were signed on its behalf by:

Director

To the sole Shareholder,

In compliance with the assignment entrusted to us by your Ordinary Meeting of Shareholder, we hereby report to you, for the year ended December 31, 2009, on:

- the audit of the accompanying financial statements of "FOLLI-FOLLIE FRANCE";
- the justification of our assessments;
- the specific verification and information required by law.

These financial statements have been approved by the President. Our role is to express an opinion on these financial statements based on our audit.

I. Opinion on the financial statements

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at December 31, 2009 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French Commercial Code relating to the justification of our assessments, these assessments were made as part of our audit of the financial statements taken as a whole, and therefore we have not been notified of any agreement as referred to article L. 823-9 of the French Commercial Code.

III. Specific verifications and information

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the President and in the documents addressed to shareholders with respect to the financial position and the financial statements.

Executed in Paris, february 22, 2010

For MESSINE AUDIT COMPANY
Laurent GANEM
Auditor
Member of the Parts Regional Association

BILAN ACTIF

page 1

Période du 01/01/2009 au 31/12/2009

Présenté en Euros

ACTIF		Exercice clos te 31/12/2009 (12 mois)				édent 08
	Brut	Amort, & Prov	Net	%	Net	%
Capital souscrit non appelé (0)						
Actif Immobilisé						
Frais d'établissement Recherche et développement Concessions, brevets, marques, logiciels et droits similaires Fonds commercial	160 859 2 241 610	160 859	-0 2 241 610		2 241 610	
Autres immobilisations incorporelles Avances & acomptes sur immobilisations incorporelles	9 928	9 928	##T7 010		1 468	
Terrains Constructions Installations techniques, matériel & outillage industriels Autres immobilisations corporelles Immobilisations en cours Avances & acomptes	733 979	391 734	342 246	6,32	240 404 125 000	4,56 2,37
Participations évaluées selon mise en équivalence Autres Participations Créances rattachées à des participations Autres titres immobilisés Prêts						
Autres immobilisations financières	231 667		231 667	4,28	173 696	3,29
TOTAL (I)	3 378 044	562 520	2 815 523	52,01	2 782 178	52,77
Actif circulant						
Matières premières, approvisionnements En cours de production de biens En cours de production de services Produits intermédiaires et finis						
Marchandises	923 788		923 788	17,06	875 230	16,60
Nances & acomptes versés sur commandes Clients et comptes rattachés Autres créances	1 539 334		1 539 334	28,43	1 377 989	26,14
. Fournisseurs débiteurs . Personnel . Organismes sociaux	38 800		38 800	0,00 0,01	3 545 500	0,07 0,01
Etat, impôts sur les bénéfices Etat, taxes sur le chiffre d'affaires Autres Capital souscrit et appelé, non versé	6 568 39 230	West or the second seco	6 568 39 230	0,12 0,72	6 568 132 903	0,12 2,52
Valeurs mobilières de placement Disponibilités Charges constatées d'avance	8 400 79 911		8 400 79 911	0,1G 1,48	28 197 64 905	0,53 1,23
TOTAL (II)	2 598 069		2 598 069	47,99	2 489 838	47,23
Charges à répartir sur plusieurs exercices (III) Primes de remboursement des obligations (IV) Ecarts de conversion actif (V)		Approximation and the second	And the second s			
TOTAL ACTIF (0 à V)	5 976 112	562 520	5 413 592	00,00	5 272 016	00.00

BILAN PASSIF

page 2

Période du 01/01/2009 au 31/12/2009

Présenté en Euros

DACOIT*		Exercice clos le		Exercice précédent	
PASSIF	ļ	31/12/200 (12 mols)	19	31/12/2008 (12 mols)	
		(12 mois)		(1E 111018)	<u>, </u>
Capitaux propres					
Capital social ou individuel (dont versé : 7 200 000) Primes d'émission, de lusion, d'apport		7 200 000	133,00	7 200 000	136,57
Ecarts de réévaluation Réserve légale		137 204	2,53	137 204	2,60
Réserves statutaires ou contractuelles Réserves réglementées Autres réserves	The state of the s				
Report à nouveau		-4 269 830	-78,65	-4 194 000	·79,54
Résultat de l'exercice		-232 706	-4,29	-75 831	-1,43
 Subventions d'Investissement Provisions réglementées					
	TOTAL(I)	2 834 668	52,36	3 067 374	59,18
Produits des émissions de titres participatifs Avances conditionnées					
	TOTAL(II)				
Provisions pour risques et charges					
Provisions pour risques Provisions pour charges		144 000	2,66	249 098	4.72
	TOTAL (III)	144 000	5,66	249 098	4,72
Emprunts et dettes					
Emprunts obligataires convertibles Autres Emprunts obligataires Emprunts et dettes auprès des établissements de crédit					
Emprunts Découverts, concours bancaires		609 796 362 876		609 796 141 429	
Emprunts et dettes financières diverses		302 0/0	6,70	141 428	2,68
. Divers . Associés		THE SERVICE AND ADDRESS OF THE SERVICE AND ADDRE			
Avances & acomptes reçus sur commandes en cours Dettes fournisseurs et comptes rattachés	}	694 120	12,82	736 058	13,96
Dettes fiscales et sociales . Personnel		106 854	1,97	144 809	2,75
. Organismes sociaux		138 077	2,55	120 223	2,28
Etat, impôts sur les bénéfices Etat, taxes sur le chilfre d'affaires Etat, obligations cautionnées	•	28 728	0,53	19 046	0.36
. Autres impôts, taxes et assimilés		10 603	0,20	3 175	60,0
Dettes sur immobilisations et comptes ratlachés Autres dettes		483 870	8,94	125 000 44 272	2,37 0,84
Produits constatés d'avance					
	TOTAL(IV)	2 434 924	14,98	1 943 808	36,87
Ecart de conversion passif	(V)			11 737	0,22
	TOTAL PASSIF (I à V)	5 413 592	00,00	5 272 016	100,00

COMPTE DE RÉSULTAT

page 3

Période du 01/01/2009 au 31/12/2009

Présenté en Euros

		Exercice clo	s le	Exercice précédent		Variation	T	
COMPTE DE RÉSUI	LTAT		31/12/20		31/12/2008		absolue	%
			(12 mols)		(12 mois	:)	(12 / 12)	
f	Granco	Evacetation	Total	0/	Total	T 0/	Madallan	T-0/
<u></u>	France	Exportation	Total	%	Total	%	Variation	%
Ventes de marchandises Production vendue biens	1 286 687		1 286 687	57,43	1 235 203	43,04	51 484	4,17
Production vendue services	953 820		953 820	42,57	1 634 467	56,96	-680 647	-41,63
Chiffres d'Affaires Nets	2 240 508		2 240 508	160,00	2 869 670	100,00	-629 162	-21,91
Production stockée Production immobilisée Subventions d'exploitation Reprises sur amortis, et prov., transfert d'Autres produits	de charges		10 431	0.47	117 695		-107 264	
· Anties brooms			1 114	0,05	3 406	0,12	-2 292	67,28
Tota	al des produits	d'exploitation	2 252 053	100,52	2 990 771	104,22	-738 718	-24,69
Achats de marchandises (y compris droi	its de douane)		477 303	21,30	836 795	29,16	-359 492	-42,85
Variation de stock (marchandises) Achats de mattères premières et autres Variation de stock (mattères premières e		ıts	-48 557	-2,16	-404 776	-14,10	356 219	88.00
Autres achats et charges externes	r danoo approvij		1 292 816	67,70	1 255 614	43.75	37 202	2,96
Impôts, taxes et versements assimilés			60 523	2,70	46 457	1,52	14 066	30,28
Salaires et traitements			828 214	35,97	669 882	23,34	158 332	23,64
Charges sociales			340 190	15,18	264 704	9,22	75 486	28,52
Dotations aux amortissements sur immo Dotations aux provisions sur immobilisat Dotations aux provisions sur actif circula Dotations aux provisions parenticares et	ions nt	•	98 883 10 431	0,47	53 470	1,85	45 413 10 431	11:S 84,93
Dotations aux provisions pour risques et Autres charges	cnarges		637		250 422 5 041	8,73	-250 422	-100,00
-				0,03	5 041	0,18	-4 404	-87,35
	il des charges (•	3 060 440	138,60	}	103,76	82 832	2,78
	ÉSULTAT D'EX	PLOITATION	-808 387	-36,07	13 164	0,46	-821 551	หร
Bénéfice attribué ou perte transférée Perte supportée ou bénéfice transféré			ļ					
Produits financiers de participations Produits des autres valeurs mobilières et Autres intérêts et produits assimilés Reprises sur provisions et transferts de c Différences positives de change	harges		23 594	1,05	Territoria de la constitución de		23 594	из
Produits nets sur cessions valeurs mobili	ères placement							ĺ
	otal des produ	its financiers	23 594	1,05	Ì		23 594	หร
Dotations financières aux amortissement intérêts et charges assimilées Différences négatives de change Charges nettes sur cessions valeurs mob	·		47 133 5 669	2,10 0,25	50 825	1,77	-3 692 5 669	-7.25 N/S
To	otal des charge	s financières	52 802	2,38	50 825	1,77	1 977	3,69
	RÉSULTAT	FINANCIER	-29 208	-1,29	-50 825	-1,76	21 617	42,53
RÉSULTAT	COURANT AV	ANT IMPÔTS	-837 595	-37,37	-37 662	-1,30	-799 933	из

COMPTE DE RÉSULTAT

page 4

Période du 01/01/2009 au 31/12/2009

Présenté en Euros

COMPTE DE RÉSULTAT (suite)	Exercice clos le 31/12/2009		Exercice précé 31/12/200 (12 mois	80	Variation absolue (12 / 12)	%
	(12 mois)		(12 11018	<i>L</i> i	(12/12)	<u>L</u>
Produits exceptionnels sur opérations de gestion Produits exceptionnels sur opérations en capital Reprises sur provisions et transferts de charges	9 350 500 000 140 098	22,32	5 462	0,19	9 350 500 000 134 636	
Total des produits exceptionnels	649 448	28,99	5 462	0,19	643 986	N∕S
Charges exceptionnelles sur opérations de gestion Charges exceptionnelles sur opérations en capital Dotations exceptionnelles aux amortissements et provisions	388 9 171 35 000	0,41	43 631	1,52	-43 243 9 171 35 000	99,10 251 811
Total des charges exceptionnelles	44 559	1,99	43 631	1,52	928	2,13
RÉSULTAT EXCEPTIONNEL	604 889	27,00	-38 169	-1,32	643 058	H/S
Participation des salariés Impôts sur les bénéfices						
Total des Produits	2 925 095	130,55	2 996 233	104,41	-71 13B	-2,36
Total des Charges	3 157 801	140,91	3 072 064	107,05	85 737	2,79
RÉSULTAT NET	-232 706 Perte	-10,38	-75 831 Perte	-2,63	-156 875	-205,86
Dont Crédit-ball mobiller Dont Crédit-ball immobiller			•			



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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

MFK FASHION INVESTMENT LIMITED

Report on the Financial Statements

We have audited the financial statements of MFK FASHION INVESTMENT LIMITED (the "Company") on pages 6 to 25, which comprise the statement of financial position as at 31 December 2009, and the statements of comprehensive income, changes in equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Board of Directors' Responsibility for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap. 113. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Directors as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

MA. Lozides

M.A. Papacosta

K.A. Papanicolacu

Kalas

Gregoriades Kakou≣s Savva

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Opinion

In our opinion, the financial statements give a true and fair view of the financial position of MFK FASHION INVESTMENT LIMITED as at 31 December 2009, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the EU and the requirements of the Cyprus Companies Law, Cap. 113.

Report on Other Legal and Regulatory Requirements

Pursuant to the requirements of the Cyprus Companies Law, Cap. 113, we report the following:

- We have obtained all the information and explanations we considered necessary for the purposes of our audit.
- In our opinion, proper books of account have been kept by the Company.
- The Company's financial statements are in agreement with the books of account.
- In our opinion and to the best of the information available to us, and according to the explanations given to us, the financial statements give the information required by the Cyprus Companies Law, Cap. 113, in the manner so required.
- In our opinion, the information given in the report of the Board of Directors on pages 2 and 3 is consistent with the financial statements.

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 156 of the Cyprus Companies Law, Cap.113 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.

KPMW Cimited. Chartered Accountants

Nicosia, 25 February 2010

MFK FASHION INVESTMENT LIMITED

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2009

	Note	2009 €	2008 €
Revenue Cost of sales Gross profit	4	974.616 (471.394) 503.222	1.221.117 (658.880) 562.237
Other income from operations Selling and distribution expenses Administrative expenses Operating profit	5	3.748 (472.581) (27.905) 6.484	(423.672) (22.979) 115.586
Finance income Finance expenses Net finance expenses	7	726 (3.179) (2.453)	397 (1.427) (1.030)
Profit before tax Tax	8	4.031 (14.124)	114.556 (11.669)
(Loss)/profit for the year		(10.093)	102.887
Other comprehensive income			
Total comprehensive expense for the year		(10.093)	102.887

MFK FASHION INVESTMENT LIMITED

STATEMENT OF FINANCIAL POSITION

As at 31 December 2009

		2009 €	2008 €
Assets Property, plant and equipment Intangible assets Total non-current assets	Note 9 10	244.820 <u>290.462</u> 535.282	177.313 290.462 467.775
Inventories Trade and other receivables Refundable tax Cash at bank and in hand Total current assets	11 12 16	611.975 164.935 159 283.557 1.060.626	499.095 245.915 1.231 224.761
Total assets		1.595.908	971,002 1.438.777
Equity Share capital Retained earnings Total equity	13	513.000 158.367 671.367	513.000 168.460 681.460
Liabilities Deferred tax liabilities Total non-current liabilities	14	667 667	<u>773</u> <u>773</u>
Trade and other payables Total current liabilities	15	923.874 923.874	756.544 756.544
Total liabilities		924.541	757.317
Total equity and liabilities		1.595.908	1.438,777
The financial statements were approved by the Board of Directors on	25 Febr	uary 2010.	
Director	 Directo	or	



Other auditor's conclusion report

To the Shareholders of FOLLI FOLLIE SPAIN, S.A., Sociedad Unipersonal.

Report on the Financial Statements

We have audited the accompanying financial statements of FOLLI FOLLIE SPAIN, S.A. Sociedad Unipersonal, (the company), which comprise the balance sheet as at December 31, 2009, and the income statement and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory notes. The above financial statements are prepared in accordance with IFRS.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the local Auditing Standards, which conform to International Standards of Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control.





An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements. We confirm that we have complied with International Auditing Standards in carrying out our audit and we have complied with our letter of instructions. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Qualification

During 2009 the Company has carried out the following operations with different entities that belong to the Group Folli Follie: purchase of fixed assets worth of 405,750 €; purchases of stock and packaging, net of credit notes, and other expenses, worth of (118,112€); income from advertising worth of 955,000€, which represents 26% of total income. Additionally, Folli Follie Spain has a long term debt with the parent company worth of 1,240,962€, and a short term debt worth of 300,000€. Furthermore, at the end of the year, the Company has credit and debit balances with related companies worth of 13,271€ and 1,302,157€ respectively.

We have not obtain enough evidence which would allow us to verify if prices involved in such transactions are equivalent to market value of transactions with independent operations, furthermore, generating a potential tax contingency due to different interpretations of local tax authorities related to these intercompany operations.

Opinion

In our opinion, except of the limitation to the scope described in prior paragraph, the aforementioned financial statements present fairly, in all material respects, the financial position of FOLLI FOLLIE SPAIN, S.A. Sociedad Unipersonal and the Group as of December 31, 2009, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards that have been adopted by the European Union.

This report is solely for the information and use of the Group auditors of Folli Follie Group and should not be used for any other purposes.

Madrid, February 12, 2010

Santiago Allo

AUDALIA AUDITORES

FSP	31/12/09	31/12/08	
ASSETS (ALL DATA IN LOCAL CURRENCY)	REPORTING PERIOD	PRIOR YEAR	VARIANCE
A. FIXEO ASSETS	878.483,71	555.194,22	323.289,49
I. TANGIBLE FIXED ASSETS	606.075,75	302,888,47	303.187,28
1, LAND	0,00	0,00	0,00
2. BUILDINGS & LEASEHOLD IMPROVEMENTS	50.469,18	63.052,92	-12.593,74
4. MACHINERY & TECHNICAL INSTALLATIONS	87.895,02	26.439,83	61.455,19
5. TRANSPORTATION EQUIPMENT 6. FURNITURE, FIXTURES AND EQUIPMENT	0,00	0,00	0,00
7. CONSTRUCTION IN PROGRESS	467.711,55 0,00	213.385,72 0,00	254.325,83 0,00
II. INTANGIBLES AND OTHER NON CURRENT ASSETS	272.407,96	252.305,75	20,102,21
1. INTANGIBLE ASSETS	0,00	0,00	0,00
a. CONCESSIONS, LICENCES, PATENTS & SIMILAR RIGHTS	0,00	0,00	0,00
b. GOODWILL	0,00	0,00	0,00
c. OTHER INTANGIBLES	0,00	0,00	0,00
2. OTHER NON CURRENT ASSETS	272.407,96	252.305,75	20.102,21
a. RENTAL DEPOSITS	192,310,13	152.738,41	39.571,72
b. Long-term deferred tax assets	68.097,83	99.567,34	-31.469,51
c. OTHER ASSETS	12.000,00	0,00	12.000,00
III. FINANCIAL FIXED ASSETS	0,00	0,00	0,00
1. ADVANCES FOR CAPITAL INCREASE OF GROUP COMPANIES	0,00	0,00	0,00
2. SHAREHOLDINGS	0,00	0,00	0,00
a. FF-GROUP COMPANIES	0,00	0,00	0,00
d. NON-CONSOLIDATED COMPANIES	0,00	0,00	0,00
3. LONG-TERM LOANS RECEIVABLES	0,00	0,00	0,00
a. FF-GROUP COMPANIES	0,00	0,00	0,00
d. THIRD PARTIES	0,00	0,00	0,00
B. CURRENT ASSETS	3.617.199,88	4.313.715,75	-696.515,87
I. INVENTORIES ON HAND & IN TRANSIT	1.598.148,04	1.746.960,33	·148.812,29
1. MERCHANDISE	1.521.054,50	1.671.019,29	-149.964,79
2. OWN MANUFACTURED PRODUCTS 4. RAW MATERIALS	0,00	0,00	0,00
5. PACKAGING MATERIALS	77.093,54	0,00 42.417,37	0,00 34.676,17
6. GOODS IN TRANSIT	0,00	33.523,67	-33.523,67
II. RECEIVABLES	573.472,73	509.974,17	63.498,56
a. FF-GROUP COMPANIES	19.945,35	19.845,35	100,00
d. CUSTOMERS	553.527,38	490.128,82	63.398,56
III. OTHER CURRENT ASSETS	1.298.003,24	1.940.811,88	-642.808,64
1. SHORT-TERM LOANS RECEIVABLES	0,00	0,00	0,00
a. FF-GROUP COMPANIES	0,00	0,00	0,00
d. THIRD PARTIES	0,00	0,00	0,00
2. ADVANCE PAYMENTS FOR PURCHASE OF INVENTORIES	0,00	0,00	0,00
3. PREPAYMENTS AND ACCRUED INCOME	349,90	266,86	83,04
4. OTHER RECEIVABLES	1.297.653,34	1.940.545,02	-642.891,68
I. FF-GROUP COMPANIES	1.282.211,28	1.887.796,40	-605.585,12
J. THIRD PARTIES	15.442,06	52.748,62	•37,306,56
5. SHORT-TERM DEFERRED TAX ASSETS V. OTHER FINANCIAL ASSETS AT FAIR VALUE THRU P&L	0,00	0,00	0,00
V. CASH AT BANKS & ON HAND	0,00	0,00	0,00
	147.575,87	115.969,37	31.606,50
TOTAL ASSETS	4.495.683,59	4.868.909,97	-373.226,38

	31/12/08	31/12/09	FSP
VARIANCE	PRIOR YEAR	REPORTING PERIOD	LIABILITIES (ALL DATA IN LOCAL CURRENCY)
-357.565,3	2.633.383,75	2.275.818,45	A. SHAREHOLDERS' EQUITY
0,0	3.409.528,00	3.409.528,00	1. SHARE CAPITAL
0,0	0,00	0,00	2. RESERVES
-54.651,5	-721.492,12	-776.143,65	3. PROFIT AND LOSS CARRIED FORWARD
0,0	0,00	0,00	4. OWN STOCK
-302.913,7	-54.652,13	-357.565,90	6. NET RESULT OF PERIOD
0,0	0,00	0,00	7. CURRENCY TRANSLATION DIFFERENCES
0,0	0,00	0,00	B. DIFFERENCES DUE TO CONSOLIDATION
0,0	0,00	0,00	9. MINORITY INTERESTS
-6.417,1	6.417,12	0,00	B. PROVISIONS
0,0	0,00	0,00	1. FOR OBSOLETE INVENTORIES
-6.417,1	6.417,12	0,00	2. FOR BAD DEBTS
0,0	0,00	0,00	3. FOR INCOME TAXES
0,0	0,00	0,00	1. FOR RETIREMENT BENEFITS
0,0	0,00	0,00	5. OTHER PROVISIONS
0,0	0,00	0,00	DEFERRED TAX PROVISIONS
0,0	0,00	0,00	C. LONG TERM LIABILITIES
0,0	0,00	0,00	I. LONG-TERM LOANS PAYABLES
0,0	0,00	0,00	. FF-GROUP COMPANIES
0,0	0,00	0,00	I. BANKS AND FINANCIAL INSTITUTIONS
0,0	0,00	0,00	. THIRD PARTIES
0,0	0,00	0,00	2. OTHER LONG-TERM FINANCIAL LIABILITIES
0,0	0,00	0,00	3. LONG-TERM DEFERRED TAX LIABILITIES
-55.049,4	2.229.108,59	2.219.864,95	D. SHORT TERM LIABILITIES
-368.681,4	2.026.282,64	1.657.601,24	I. TRADE PAYABLES
279.840,1	974.394,52	1,254,234,65	. FF-GROUP COMPANIES
-648.521,5	1.051.888,12	403.366,59	I. SUPPLIERS
301.519,0	0,00	301.519,07	2. SHORT-TERM LOANS PAYABLES
300.000,0	0,00	300.000,00	. FF-GROUP COMPANIES
1.519,0	0,00	1.519,07	. BANKS AND FINANCIAL INSTITUTIONS
0,0	0,00	0,00	. THIRD PARTIES
35.838,2	25.216,73	61.054,95	3. TAX LIABILITIES
723,9	-524,19	199,71	. ACCRUED EXPENSES AND DEFERRED INCOME
21.356,5	178.133,41	199.489,98	o. OTHER LIABILITIES
0,0	0,00	0,00	. FF-GROUP COMPANIES
21.356,5	178.133,41	199.489,98	. THIRD PARTIES
0,0	0,00	0,00	SHORT-TERM DEFERRED TAX LIABILITIES
-419.031,83	4.868.909,46	4.495.683,40	OTAL LIABILITIES
-45.805,44	-0,51	-0,19	

FSP	PERIOD FROM	01/01/09	PERIOD FROM	01/01/0
	PERIOD TO:	31/12/09	PRIOR YEAF PERIOD TO	
INCOME STATEMENT	YE.	AR-TO-D/	ATE FIGURES	
(ALL DATA IN LOCAL CURRENCY)	ACTUAL	%-SAL	PRIOR YEAR	%-РҮ
NET SALES TO THIRD PARTIES	3.347.246,17		3.583.199,30	-6,6
INTRAGROUP SALES	0,00		0,00	0,0
TOTAL NET SALES	3.347.246,17	100,0	3.583.199,30	6,6
COST OF GOODS SOLD TO THIRD PARTIES	-990.521,17	29,6	-1.247.908,38	34,8
COST OF GOODS SOLD INTRAGROUP	0,00	0,0	0,00	0,0
TOTAL COST OF GOODS SOLD	-990.521,17	29,6	-1.247.908,38	
TOTAL GROSS MARGIN	2.356.725,00	70,4	2.335.290,92	<u> </u>
SELLING EXPENSES	-3.313.130,65	=		65,2
ADMINISTRATIVE EXPENSES	··· -	99,0	-3.687.724,50	-10,2
ADVERTISING INCOME (INTRAGROUP)	-386.115,03	11,5	-259.536,35	48,8
	955.000,00	28,5	1.670.000,00	-42,8
ADVERTISING EXPENSE (INTRAGROUP)	0,00	0,0	0,00	0,0
MANAGEMENT FEES INCOME (INTRAGROUP)	0,00	0,0	0,00	0,0
MANAGEMENT FEES EXPENSE (INTRAGROUP)	0,00	0,0	0,00	0,0
OTHER INCOME	66.615,96	2,0	0,00	0,0
OPERATING INCOME FROM SECONDARY ACTIVITIES	0,00	0,0	0,00	0,0
FOREIGN EXCHANGE GAINS OTHER OPERATING INCOME	66.529,76	2,0	0,00	0,0
OTHER EXPENSES	86,20	0,0	0,00	0,0
	1.909,56	0,1	25.495,21	•92,5
STOCK DAMAGE PROVISION FOR BAD DEBTS	-1.592,98	0,0	-310,21	413,5
OTHER PROVISIONS	0,00	0,0	-1.181,39 28.583,56	-100,0 -100,0
FOREIGN EXCHANGE LOSSES	-188,37	0,0	0,00	0,0
OTHER NON OPERATING EXPENSES	3.690,91	0,1	-1.596,75	331,2
RESULT BEFORE INTEREST AND TAXES (EBIT)	-318.995,16	9,5	83.525,28	·481,9
TOTAL INTEREST & FINANCIAL INCOME	93,97	0,0	1.432,14	-93,4
INTEREST INCOME FROM BANK ACCOUNTS	50,87	0,0	1.432,14	-96,4
GAIN ON DISPOSAL OF FIXED ASSETS	43,10	0,0	0,00	0,0
GAIN ON DISPOSAL OF SHAREHOLDINGS	0,00	0,0	0,00	0,0
GAIN ON DISPOSAL OF MARKETABLE SECURITIES	0,00	0,0	0,00	0,0
GAIN FROM AT EQUITY CONSOLIDATED COMPANIES	0,00	0,0	0,00	0,0
INCOME FROM DERIVATIVES	0,00	0,0	0,00	0,0
INCOME FROM DIVIDENTS OTHER FINANCIAL INCOME	0,00	0,0	0,00	0,0
TOTAL INTEREST & FINANCIAL EXPENSES	7 (07 00	0,0	0,00	0,0
	-7.195,20	0,2	-87.706,56	-91,8
INTEREST EXPENSE - BANK LOANS LOSS ON DISPOSAL OF FIXED ASSETS	-1.482,71	0,0	-12.332,09	-88,0
INTEREST EXPENSE - LEASING	-5.712,49	0,2	-75.374,47	-92,4
LOSS ON DISPOSAL OF SHAREHOLDINGS	0,00	0,0	0,00	0,0
LOSS ON DISPOSAL OF MARKETABLE SECURITIES	0,00	0,0	0,00	0,0
LOSSES FROM DERIVATIVES	0,00	0,0	0,00	0,0
OTHER FINANCIAL EXPENSES	0,00	0,0	0,00	0,0
RESULT BEFORE TAXES	-326.096,39	9,7	-2.749,14 1	1.761,8
CURRENT TAX	0,00	0,0	0,00	0,0
DEFERRED TAX	-31.469,51	0,9	-51.902,99	39,4
NET RESULT OF THE PERIOD AFTER TAXES	-357.565,90	10,7	-54.652,13	554,3
INORITY INTEREST	0,00	0,0	0,00	0,0
IET RESULT OF THE PERIOD	-357.565,90	10,7	-54.652,13	554,3
DEPRECIATION (EXPENSED IN THE PERIOD) - positive nb.	114.084,14	3,4	120.688,93	5,5
BITDA	-204.911,02	6,1		-410,3
		-11	00,000,00	710,0

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF FOLLI FOLLIE (UK) LIMITED

We have audited the financial statements of Folli Follie (UK) Limited for the year ended 31 December 2009 on pages five to seventeen. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted for use in the European Union.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted for use in the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Christakis Skarparis BSc FCA (Senior Statutory Auditor)

for and on behalf of Chris Skarparis & Co Ltd

Chartered Accountants and Registered Auditors

10(b) Aldermans Hill

Palmers Green

London

N13 4PJ

7 April 2010

FOLLI FOLLIE (UK) LIMITED

INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	31.12.09 £	31.12.08 £
CONTINUING OPERATIONS Revenue	2	1,034,924	4,123,502
Cost of sales		(139,883)	(2,226,770)
GROSS PROFIT		895,041	1,896,732
Other operating income Distribution costs Administrative expenses		13,500 (289) (1,023,796)	13,500 (6,354) (1,878,977)
OPERATING (LOSS)/PROFIT		(115,544)	24,901
Finance costs	4	-	(2,213)
Finance income	4	61	7,537
(LOSS)/PROFIT BEFORE INCO	OME TAX 5	(115,483)	30,225
Income tax	6	6,152	(8,223)
(LOSS)/PROFIT FOR THE YEA	R	(109,331)	22,002

FOLLI FOLLIE (UK) LIMITED

STATEMENT OF FINANCIAL POSITION 31 DECEMBER 2009

ASSETS NON-CURRENT ASSETS	Notes	31.12.09 £	31.12.08 £
Property, plant and equipment Deferred tax	7 15	563,670 11,413	683,008 5,262
CURRENT ASSETS		575,083	688,270
Inventories Trade and other receivables Cash and cash equivalents	8 9 10	38,820 3,642,302 425,442	32,350 3,749,929 535,628
TOTAL ASSETS		4,106,564 4,681,647	4,317,907 5,006,177
EQUITY SHAREHOLDERS' EQUITY Called up share capital Retained earnings	11 12	2,062,502 2,338,859	2,062,502 2,448,190
TOTAL EQUITY LIABILITIES		4,401,361	4,510,692
CURRENT LIABILITIES Trade and other payables Tax payable	13	280,286	485,318 10,167
TOTAL LIABILITIES		280,286	495,485
TOTAL EQUITY AND LIABILITY	FQ	280,286	495,485
	טעו	4,681,647	5,006,177

The financial statements were approved by the Board of Directors on 7 April 2010 and were signed on its behalf by:

Armstrong - Director

D Koutsolioutsos - Director