

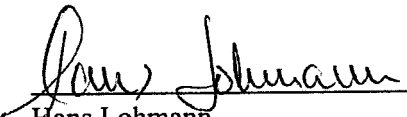
**PF Værktøj, Herning ApS**  
Hvidelvej 16, 7400 Herning

Company reg. no. 10 01 26 00

**Annual report**

**2015**

The annual report has been submitted and approved by the general meeting on the 30 March 2016.

  
Hans Lohmann  
Chairman of the meeting

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Notes:

- To ensure the greatest possible applicability of this document, British English terminology has been used.
- Please note that decimal points have not been used in the usual English way. This means that for instance DKK 146.940 means the amount of DKK 146,940, and that 23,5 % means 23.5 %.

## Management's report

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The board of directors and the managing director have today presented the annual report of PF Værktøj, Herning ApS for the financial year 1 January to 31 December 2015.

The annual report has been presented in accordance with the Danish Financial Statements Act.

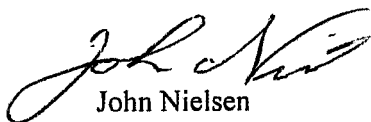
We consider the accounting policies used appropriate, and in our opinion the annual accounts provide a true and fair view of the company's assets and liabilities and its financial position as on 31 December 2015 and of the company's results of its activities in the financial year 1 January to 31 December 2015.

We are of the opinion that the management's review includes a fair description of the issues dealt with.

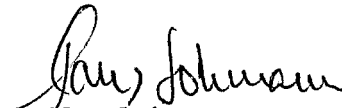
The annual report is recommended for approval by the general meeting.

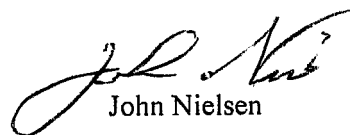
Herning, 30 March 2016

### **Managing Director**

  
John Nielsen

### **Board of directors**

  
Hans Lohmann  
(chairman)

  
John Nielsen

  
Henrik Smidt Tokkesdal

## **The independent auditor's reports**

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**To the shareholder of PF Værktøj, Herning ApS**

### **Report on the annual accounts**

We have audited the annual accounts of PF Værktøj, Herning ApS for the financial year 1 January to 31 December 2015, which comprise accounting policies used, profit and loss account, balance sheet and notes. The annual accounts are prepared in accordance with the Danish Financial Statements Act.

### **The management's responsibility for the annual accounts**

The management is responsible for the preparation of annual accounts that give a true and fair view in accordance with the Danish Financial Statements Act. Furthermore, the management is responsible for such internal control as it determines necessary in order to prepare annual accounts that are free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

Our responsibility is to express an opinion on the annual accounts based on our audit. We conducted our audit in accordance with international standards on auditing and additional requirements under Danish audit regulation. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the annual accounts, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation of annual accounts 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 company'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 the overall presentation of the annual accounts.

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

The audit has not resulted in any qualification.

## The independent auditor's reports

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### Opinion

In our opinion, the annual accounts give a true and fair view of the company's assets, liabilities and financial position at 31 December 2015 and of the results of the company's operations for the financial year 1 January to 31 December 2015 in accordance with the Danish Financial Statements Act.

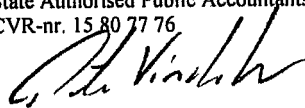
### Statement on the management's review

Pursuant to the Danish Financial Statements Act, we have read the management's review. We have not performed any further procedures in addition to the audit of the annual accounts. On this basis, it is our opinion that the information provided in the management's review is consistent with the annual accounts.

Herning, 30 March 2016

### Partner Revision

State Authorised Public Accountants  
CVR-nr. 15 80 77 76



Peter Vinderslev  
State Authorised Public Accountant

**Company data**

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**The company**

PF Værktøj, Herning ApS  
Hvidelvej 16  
7400 Herning

Phone: 97-210311

Company reg. no.: 10 01 26 00

Established: 8 November 1985

Domicile: Herning

Financial year: 1 January - 31 December

**Board of directors**

Hans Lohmann, (chairman)  
John Nielsen  
Henrik Smidt Tokkesdal

**Managing Director**

John Nielsen

**Auditors**

Partner Revision statsautoriseret revisionsaktieselskab  
Industrivej Nord 15  
7400 Herning

**Parent company**

PF Group A/S

## **Management's review**

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### **Principal activities**

The principal activity in the company is developing and manufacturing of industrial tools.

### **Development in activities and financial matters**

The gross profit for the year is DKK 5.395.058 against DKK 5.547.607 last year. The results from ordinary activities after tax are DKK 565.036 against DKK 417.260 last year. The management consider the results satisfactory.

### **Events subsequent to the financial year**

No events have occurred subsequent to the balance sheet date, which would have material impact on the financial position of the company.

## **Accounting policies used**

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The annual report for PF Værktøj, Herning ApS is presented in accordance with those regulations of the Danish Financial Statements Act concerning companies identified as class B enterprises. Furthermore, the company has chosen to comply with some of the rules applying for class C enterprises.

The accounting policies used are unchanged compared to last year, and the annual accounts are presented in Danish kroner (DKK).

### **Recognition and measurement in general**

Income is recognised in the profit and loss account concurrently with its realisation, including the recognition of value adjustments of financial assets and liabilities. Likewise, all costs, these including depreciation, amortisation, writedown, provisions, and reversals which are due to changes in estimated amounts previously recognised in the profit and loss account are recognised in the profit and loss account.

Assets are recognised in the balance sheet when the company is liable to achieve future, financial benefits and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the company is liable to lose future, financial benefits and the value of the liability can be measured reliably.

At the first recognition, assets and liabilities are measured at cost. Later, assets and liabilities are measured as described below for each individual accounting item.

Certain fixed asset investments and liabilities are measured at amortised cost, by which method a fixed, effective interest is recognised during the useful life of the asset or the liability. Amortised cost is recognised as the original cost with deduction of any payments and additions/deductions of the accrued amortisation of the difference between cost and nominal amount. In this way capital losses and capital profits are spread over the useful life.

At recognition and measurement, such predictable losses and risks are taken into consideration, which may appear before the annual report is presented, and which concerns matters existing on the balance sheet date.

### **Translation of foreign currency**

Transactions in foreign currency are translated by using the exchange rate prevailing at the date of the transaction. Differences in the rate of exchange arising between the rate at the date of transaction and the rate at the date of payment are recognised in the profit and loss account as an item under net financials.

Debtors, creditors, and other monetary items in foreign currency, which are not settled at the date of the balance sheet, are translated by using the closing rate. The difference between the closing rate and the rate at the time of establishment of the receivable or the payable is recognised in the profit and loss account under financial income and financial costs.



## **Accounting policies used**

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Fixed assets and other non-monetary assets acquired in foreign currency and which are not considered to be investment assets purchased in foreign currencies are measured at the exchange rate on the transaction date.

### **The profit and loss account**

#### **Gross profit**

The gross profit comprises the net turnover, changes in inventories of finished goods and work in progress, work performed for own purposes and capitalised, other operating income, and external costs.

The net turnover is recognised in the profit and loss account if delivery and risk transfer to the buyer have taken place before the end of the year, and if the income can be determined reliably and is expected to be received. The net turnover is recognised exclusive of VAT and taxes and with the deduction of any discounts granted in connection with the sale.

Cost of sales include costs for the purchase of raw materials and consumables less discounts and changes in inventories.

Other external costs comprise costs for distribution, sales, advertisement, administration, premises, loss on debtors, and operational leasing costs.

#### **Staff costs**

Staff costs include salaries and wages including holiday allowances, pensions and other costs for social security etc. for staff members. Staff costs are less public reimbursements.

#### **Depreciation, amortisation and writedown**

Depreciation, amortisation and writedown comprise depreciation on, amortisation of and writedown relating to intangible and tangible fixed assets respectively.

#### **Net financials**

Net financials include interest income, interest expenses, and realised and unrealised capital gains and losses on financial assets and liabilities. Net financials are recognised in the profit and loss account with the amounts concerning the financial year.

#### **Tax of the results for the year**

The tax for the year comprises the current tax for the year and the changes in deferred tax, and it is recognised in the profit and loss account with the share referring to the results for the year and directly in the equity with the share referring to entries directly on the equity.

The company is subject to the Danish legislation concerning compulsory joint taxation with the Danish group enterprises.

## Accounting policies used

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The current Danish corporate tax is allocated among the jointly taxed companies in proportion to their respective taxable income (full allocation with reimbursement of tax losses).

### The balance sheet

#### Tangible fixed assets

Tangible fixed assets are measured at cost with deduction of accrued depreciation and writedown. Land is not depreciated.

The basis of depreciation is cost with deduction of expected residual value after the end of the useful life of the asset.

The cost comprises the acquisition cost and costs directly attached to the acquisition until the time when the asset is ready for use.

Depreciation takes place on a straight line basis and based on an evaluation of the expected useful life:

Buildings	33 years
Technical plants and machinery	3-8 years
Other plants, operating assets, fixtures and furniture	4 years

Minor assets with an expected useful life of less than 1 year are recognised as costs in the profit and loss account in the year of acquisition.

Profit or loss deriving from the sales of tangible fixed assets is measured as the difference between the sales price reduced by the selling costs and the book value at the time of the sale. Profit or losses are recognised in the profit and loss account as other operating income or other operating expenses.

As regards self-constructed assets, the cost comprises costs for materials, components, deliveries from sub suppliers, direct wages expenditure, and indirect production costs.

#### Writedown of fixed assets

The book values of intangible as well as tangible fixed assets are subject to annual writedown tests in order to disclose any indications of impairment beyond those expressed by amortisation and depreciation respectively.

If indications of impairment are disclosed, impairment tests are carried out for each individual asset or group of assets respectively. Writedown takes place to the recoverable amount, if this value is lower than the book value.

The recoverable value is equal to the value of the net selling price or the value in use, whichever is higher. The value in use is determined as the present value of the expected net income deriving from the use of the asset or the group of assets.

## **Accounting policies used**

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### **Inventories**

Inventories are measured at cost on basis of the FIFO method. In case the net realisable value of the inventories is lower than the cost, writedown takes place to this lower value.

The cost for trade goods, raw materials, and consumables comprises the acquisition cost with the addition of the delivery costs.

The net realisable value for inventories is recognised as the market price with deduction of completion costs and selling costs. The net realisable value is determined taking into consideration the negotiability, obsolescence, and development of the expected market price.

### **Debtors**

Debtors are measured at amortised cost which usually corresponds to face value. In order to meet expected losses, writedown takes place at the net realisable value.

### **Work in progress for the account of others**

Work in progress for the account of others is measured at the market value of the work performed. The market value is measured on basis of the scope of completion on the balance sheet date and the total expected income from the individual work in progress.

When the market value of a contract can not be determined reliably, the sales value is measured at the costs incurred or at the net realisable value, if this is lower.

### **Accrued income and deferred expenses**

Accrued income and deferred expenses recognised under assets comprise incurred costs concerning the next financial year.

### **Equity - dividend**

Dividend expected to be distributed for the year is recognised as a separate item under the equity. Proposed dividend is recognised as a liability at the time of approval by the general meeting.

### **Corporate tax and deferred tax**

Current tax receivable and tax liabilities are recognised in the balance sheet at the amount calculated on the basis of the expected taxable income for the year adjusted for tax on previous years' taxable income and prepaid taxes. Tax receivable and tax liabilities are set off to the extent that legal right of set-off exists and if the items are expected to be settled net or simultaneously.

According to the rules of joint taxation, PF Værktøj, Herning ApS is unlimited, jointly and severally liable towards the Danish tax authorities for the total corporation tax, including withholding tax on interest, royalties and dividends, arising within the jointly taxed group of companies.

Deferred tax is measured on the basis of all temporary differences in assets and liabilities with a balance sheet focus.

## **Accounting policies used**

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Deferred tax is measured based on the tax rules and tax rates applying under the legislation on the balance sheet date and prevailing when the deferred tax is expected to be released as current tax. In the period 2014 to 2016, the corporate tax rate will be reduced gradually from 25 % to 22 %, which will affect the deferred tax liabilities and deferred tax assets. Unless a recognition with a different tax rate than 22 % will result in a significant material deviation in the estimated deferred tax liability or tax asset, deferred tax liabilities and assets are recognised by 22 %.

### **Liabilities**

Financial liabilities related to borrowings are recognised at the received proceeds with the deduction of transaction costs incurred. In following periods, the financial liabilities are recognised at amortised cost, corresponding to the capitalised value by use of the effective interest. The difference between the proceeds and the nominal value is recognised in the profit and loss account during the term of the loan.

Mortgage debt and bank debt are for instance measured at amortised cost. As to cash loans, this corresponds to the outstanding debt of the loan. For bond loans, the amortised cost corresponds to an outstanding debt calculated as the underlying cash value at the date of borrowing adjusted by amortisation of the market value adjustment on the date of the borrowing carried out over the repayment period.

Other liabilities are measured at amortised cost which usually corresponds to the nominal value.

## Profit and loss account 1 January - 31 December

All amounts in DKK.

<u>Note</u>	<u>2015</u>	<u>2014</u>
<b>Gross profit</b>	<b>5.395.058</b>	<b>5.547.607</b>
1 Staff costs	-4.102.693	-4.269.614
Depreciation and amortisation of tangible fixed assets	-395.537	-465.922
<b>Operating profit</b>	<b>896.828</b>	<b>812.071</b>
Other financial income	1.431	324
2 Other financial costs	-158.374	-259.637
<b>Results before tax</b>	<b>739.885</b>	<b>552.758</b>
Tax of the results for the year	-174.849	-135.498
<b>Results for the year</b>	<b>565.036</b>	<b>417.260</b>
 <b>Proposed distribution of the results:</b>		
Dividend for the financial year	500.000	0
Allocated to results brought forward	65.036	417.260
<b>Distribution in total</b>	<b>565.036</b>	<b>417.260</b>

**Balance sheet 31 December**

All amounts in DKK.

<b>Assets</b>		<u>2015</u>	<u>2014</u>
<u>Note</u>			
<b>Fixed assets</b>			
3	Land and property	4.988.689	5.197.864
4	Production plant and machinery	161.269	276.131
5	Other plants, operating assets, and fixtures and furniture	<u>8.000</u>	<u>12.000</u>
	Tangible fixed assets in total	<u>5.157.958</u>	<u>5.485.995</u>
	<b>Fixed assets in total</b>	<u><b>5.157.958</b></u>	<u><b>5.485.995</b></u>
<b>Current assets</b>			
	Raw materials and consumables	<u>560.862</u>	<u>520.743</u>
	Inventories in total	<u>560.862</u>	<u>520.743</u>
	Trade debtors	561.529	382.276
	Work in progress for the account of others	333.246	275.624
	Amounts owed by group enterprises	0	9.558
	Receivable corporate tax	0	225.430
	Other debtors	17.967	70.098
	Accrued income and deferred expenses	<u>27.500</u>	<u>11.620</u>
	Debtors in total	<u>940.242</u>	<u>974.606</u>
	Cash funds	<u>1.239.857</u>	<u>458.849</u>
	<b>Current assets in total</b>	<u><b>2.740.961</b></u>	<u><b>1.954.198</b></u>
	<b>Assets in total</b>	<u><b>7.898.919</b></u>	<u><b>7.440.193</b></u>

**Balance sheet 31 December**

All amounts in DKK.

<b>Equity and liabilities</b>	<u>2015</u>	<u>2014</u>
<u>Note</u>		
<b>Equity</b>		
6 Share capital	200.000	200.000
7 Results brought forward	938.030	872.994
8 Proposed dividend for the financial year	500.000	0
<b>Equity in total</b>	<u><b>1.638.030</b></u>	<u><b>1.072.994</b></u>
<b>Provisions</b>		
Provisions for deferred tax	144.467	148.616
<b>Provisions in total</b>	<u><b>144.467</b></u>	<u><b>148.616</b></u>
<b>Liabilities</b>		
9 Mortgage debt	2.540.981	2.855.707
Long-term liabilities in total	<u>2.540.981</u>	<u>2.855.707</u>
Short-term part of long-term liabilities	322.564	314.808
Trade creditors	193.660	198.745
Debt to group enterprises	2.050.571	1.963.482
Payable corporate tax	116.998	0
Other liabilities	891.648	885.841
Short-term liabilities in total	<u>3.575.441</u>	<u>3.362.876</u>
<b>Liabilities in total</b>	<u><b>6.116.422</b></u>	<u><b>6.218.583</b></u>
<b>Equity and liabilities in total</b>	<u><b>7.898.919</b></u>	<u><b>7.440.193</b></u>
<b>10 Mortgage and securities</b>		
<b>11 Contingencies</b>		
<b>12 Related parties</b>		

## Notes

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All amounts in DKK.

	<u>2015</u>	<u>2014</u>
<b>1. Staff costs</b>		
Salaries and wages	3.936.401	4.088.856
Other staff costs	<u>166.292</u>	<u>180.758</u>
	<b><u>4.102.693</u></b>	<b><u>4.269.614</u></b>
Average number of employees	<u>12</u>	<u>14</u>
<b>2. Other financial costs</b>		
Interest, group enterprises	73.729	99.839
Other interest costs	<u>84.645</u>	<u>159.798</u>
	<b><u>158.374</u></b>	<b><u>259.637</u></b>
<b>3. Land and property</b>		
Cost 1 January 2015	<u>6.971.665</u>	<u>6.971.665</u>
<b>Cost 31 December 2015</b>	<b><u>6.971.665</u></b>	<b><u>6.971.665</u></b>
Depreciation and writedown 1 January 2015	-1.773.801	-1.564.626
Depreciation for the year	<u>-209.175</u>	<u>-209.175</u>
<b>Depreciation and writedown 31 December 2015</b>	<b><u>-1.982.976</u></b>	<b><u>-1.773.801</u></b>
<b>Book value 31 December 2015</b>	<b><u>4.988.689</u></b>	<b><u>5.197.864</u></b>



**Notes**

All amounts in DKK.

	<u>31/12 2015</u>	<u>31/12 2014</u>
<b>4. Production plant and machinery</b>		
Cost 1 January 2015	8.304.813	8.304.813
Additions during the year	67.500	0
Disposals during the year	<u>-72.283</u>	<u>0</u>
<b>Cost 31 December 2015</b>	<b><u>8.300.030</u></b>	<b><u>8.304.813</u></b>
Depreciation and writedown 1 January 2015	-8.028.682	-7.775.935
Depreciation for the year	-182.362	-252.747
Depreciation and writedown, assets disposed of	<u>72.283</u>	<u>0</u>
<b>Depreciation and writedown 31 December 2015</b>	<b><u>-8.138.761</u></b>	<b><u>-8.028.682</u></b>
<b>Book value 31 December 2015</b>	<b><u>161.269</u></b>	<b><u>276.131</u></b>
<b>5. Other plants, operating assets, and fixtures and furniture</b>		
Cost 1 January 2015	16.000	171.899
Additions during the year	0	16.000
Disposals during the year	<u>0</u>	<u>-171.899</u>
<b>Cost 31 December 2015</b>	<b><u>16.000</u></b>	<b><u>16.000</u></b>
Depreciation and writedown 1 January 2015	-4.000	-171.899
Depreciation for the year	-4.000	-4.000
Depreciation and writedown, assets disposed of	<u>0</u>	<u>171.899</u>
<b>Depreciation and writedown 31 December 2015</b>	<b><u>-8.000</u></b>	<b><u>-4.000</u></b>
<b>Book value 31 December 2015</b>	<b><u>8.000</u></b>	<b><u>12.000</u></b>

**Notes**

All amounts in DKK.

	<u>31/12 2015</u>	<u>31/12 2014</u>
<b>6. Share capital</b>		
Share capital 1 January 2015	200.000	200.000
	<u>200.000</u>	<u>200.000</u>
<p>The share capital consists of 200 shares, each with a nominal value of DKK 1.000.</p>		
<b>7. Results brought forward</b>		
Results brought forward 1 January 2015	872.994	455.734
Profit or loss for the year brought forward	65.036	417.260
	<u>938.030</u>	<u>872.994</u>
<b>8. Proposed dividend for the financial year</b>		
Dividend for the financial year	500.000	0
	<u>500.000</u>	<u>0</u>
<b>9. Mortgage debt</b>		
Outstanding debt after 5 years DKK 1.298.118.		
<b>10. Mortgage and securities</b>		
<p>As security for the mortgage debt, 2.864 thousand DKK, mortgage nominal 3.385 thousand DKK has been granted properties representing a book value of 4.988 thousand DKK at 31 december 2015.</p>		
<p>There has been given a negative pledge as security for the company and some group enterprises accounts with the bank.</p>		
<p>Some of the group enterprises has provided guarantees for the bank debts of the company.</p>		
<b>11. Contingencies</b>		
<b>Contingent liabilities</b>		
<p>The company has provided guarantees for the bank debts of some group enterprises.</p>		

## Notes

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All amounts in DKK.

### 11. Contingencies (continued)

#### Joint taxation

The company is unlimited jointly and severally liable with the other jointly taxed companies for corporation tax and any obligation to withhold tax on interest, royalties and dividends.

### 12. Related parties

#### Controlling interest

PF Group A/S

Majority shareholder

Sverigesvej 2

7480 Vildbjerg

#### Other related parties

Group enterprises.

#### Transactions

Transactions between group enterprises have been carried out on an arm's length basis and comprise debts/receivables and trading goods.

#### Ownership

According to the company's list of shareholders, the following shareholders own a minimum of 5 % of the voting rights or a minimum of 5 % of the share capital:

PF Group A/S, Sverigesvej 2, 7480 Vildbjerg