

Glova Rail A/S

Sivlandsvænget 1 D, Hjallesø, 5260 Odense S, Denmark

CVR no. 10 12 02 68

Annual report 2018

Approved at the Company's annual general meeting on 27 March 2019

Chairman:



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Horst Kirchner





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Statement by the Board of Directors and the Executive Board

Today, the Board of Directors and the Executive Board have discussed and approved the annual report of Glova Rail A/S for the financial year 1 January - 31 December 2018.

The annual report is prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the annual report be approved at the annual general meeting.

Odense, 27 March 2019

Executive Board:



Horst Kirchner

Board of Directors:



Horst Kirchner



Ole Lind Rasmussen



Andrew P. Flinn



Lars Genild

Independent auditor's report

To the shareholders of Glova Rail A/S

Opinion

We have audited the financial statements of Glova Rail A/S for the financial year 1 January - 31 December 2018, which comprise income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the financial position of the Company at 31 December 2018 and of the results of the Company's operations for the financial year 1 January - 31 December 2018 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's responsibilities for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit conducted in accordance with ISAs and the additional requirements applicable in Denmark, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Independent auditor's report

- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- ▶ Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▶ Evaluate the overall presentation, structure and contents of the financial statements, including the note disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on the Management's review

Management is responsible for the Management's review.


Our opinion on the financial statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the Management's review and, in doing so, consider whether the Management's review is materially inconsistent with the financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Odense, 27 March 2019
ERNST & YOUNG
Godkendt Revisionspartnerselskab
CVR no. 30 70 02 28



Lars Koch-Pedersen
State Authorised Public Accountant
mne19682

Management's review**Company details**

Name	Glova Rail A/S
Address, Postal code, City	Sivlandsvænget 1 D, Hjallesø, 5260 Odense S, Denmark
CVR no.	10 12 02 68
Registered office	Odense
Financial year	1 January - 31 December
Telephone	+45 66 19 00 55
Board of Directors	Horst Kirchner Ole Lind Rasmussen Andrew P. Flinn Lars Genild
Executive Board	Horst Kirchner
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Englandsgade 25, P.O. Box 200, 5100 Odense C, Denmark

Management's review

Business review

The Company is primarily engaged in designing technical solutions, servicing and selling systems and components to the railroad industry.

Financial review

The income statement for 2018 shows a profit of DKK 7,097,159 against a profit of DKK 9,997,431 last year, and the balance sheet at 31 December 2018 shows equity of DKK 25,749,319. Management considers the Company's financial performance in the year satisfactory.

Events after the balance sheet date

No significant events have occurred subsequent to the financial year.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2018	2017
	Gross margin	18,341,879	21,620,904
2	Staff costs	-8,966,809	-8,451,119
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-359,294	-333,489
	Profit before net financials	9,015,776	12,836,296
3	Financial income	190,302	123,710
	Financial expenses	-104,014	-137,322
	Profit before tax	9,102,064	12,822,684
	Tax for the year	-2,004,905	-2,825,253
	Profit for the year	7,097,159	9,997,431
	Recommended appropriation of profit		
	Proposed dividend recognised under equity	6,000,000	8,100,000
	Retained earnings	1,097,159	1,897,431
		7,097,159	9,997,431

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2018</u>	<u>2017</u>
	ASSETS		
	Fixed assets		
	Property, plant and equipment		
	Other fixtures and fittings, tools and equipment	404,583	462,162
	Leasehold improvements	76,645	208,035
		<u>481,228</u>	<u>670,197</u>
	Total fixed assets	<u>481,228</u>	<u>670,197</u>
	Non-fixed assets		
	Inventories		
	Finished goods and goods for resale	7,455,298	6,082,055
		<u>7,455,298</u>	<u>6,082,055</u>
	Receivables		
	Trade receivables	6,361,518	6,999,927
	Receivables from group entities	472,361	0
	Deferred tax assets	496,834	478,268
	Other receivables	364,464	747,159
	Deferred income	43,399	128,097
		<u>7,738,576</u>	<u>8,353,451</u>
	Cash	<u>14,817,653</u>	<u>17,497,616</u>
	Total non-fixed assets	<u>30,011,527</u>	<u>31,933,122</u>
	TOTAL ASSETS	<u>30,492,755</u>	<u>32,603,319</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	<u>2018</u>	<u>2017</u>
	EQUITY AND LIABILITIES		
	Equity		
	Share capital	500,000	500,000
	Retained earnings	19,249,319	18,152,160
	Dividend proposed for the year	6,000,000	8,100,000
	Total equity	<u>25,749,319</u>	<u>26,752,160</u>
	Provisions		
	Other provisions	1,480,490	1,480,490
	Total provisions	<u>1,480,490</u>	<u>1,480,490</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	1,506,866	2,459,792
	Payables to group entities	0	103,253
	Joint taxation contribution payable	261,339	292,838
	Other payables	1,494,741	1,514,786
		<u>3,262,946</u>	<u>4,370,669</u>
	Total liabilities other than provisions	<u>3,262,946</u>	<u>4,370,669</u>
	TOTAL EQUITY AND LIABILITIES	<u>30,492,755</u>	<u>32,603,319</u>

- 1 Accounting policies
- 4 Contractual obligations and contingencies, etc.
- 5 Collateral

Financial statements 1 January - 31 December

Statement of changes in equity

DKK	Share capital	Retained earnings	Dividend proposed for the year	Total
Equity at 1 January 2017	500,000	16,254,729	8,300,000	25,054,729
Transfer through appropriation of profit	0	1,897,431	8,100,000	9,997,431
Dividend distributed	0	0	-8,300,000	-8,300,000
Equity at 1 January 2018	500,000	18,152,160	8,100,000	26,752,160
Transfer through appropriation of profit	0	1,097,159	6,000,000	7,097,159
Dividend distributed	0	0	-8,100,000	-8,100,000
Equity at 31 December 2018	500,000	19,249,319	6,000,000	25,749,319

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of Glova Rail A/S for 2018 has been prepared in accordance with the provisions in the Danish Financial Statements Act applying to reporting class B entities and elective choice of certain provisions applying to reporting class C entities.

The accounting policies applied by the Company are consistent with those of last year.

Reporting currency

The financial statements are presented in Danish kroner (DKK).

Income statement

Revenue

Revenue is measured at the fair value of the agreed consideration excluding VAT and taxes charged on behalf of third parties. All discounts and rebates granted are recognised in revenue.

Gross margin

With reference to section 32 of the Danish Financial Statements Act, the items 'Revenue', 'Cost of sale', 'Other external expenses' and 'Other operating income' are consolidated into one item designated 'Gross profit'.

Other operating income

Other operating income and operating expenses comprise items of a secondary nature relative to the entity's core activities, including gains or losses on the sale of non-current assets.

Other external expenses

Other external expenses include the year's expenses relating to the Company's core activities, including expenses relating to distribution, sale, advertising, administration, premises, bad debts, payments under operating leases, etc.

Staff costs

Staff costs include wages and salaries, including compensated absence and pension to the Company's employees, as well as other social security contributions, etc. The item is net of refunds from public authorities.

Depreciation

The item comprises depreciation of property, plant and equipment.

The basis of depreciation, which is calculated as cost less any residual value, is depreciated on a straight line basis over the expected useful life. The expected useful lives of the assets are as follows:

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

Financial income and expenses

Financial income and expenses are recognised in the income statements at the amounts that concern the financial year. Financial income and expenses include interest income and expenses as well as allowances and surcharges under the advance-payment-of-tax scheme, etc.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Tax

Tax for the year includes current tax on the year's expected taxable income and the year's deferred tax adjustments. The portion of the tax for the year that relates to the profit/loss for the year is recognised in the income statement, whereas the portion that relates to transactions taken to equity is recognised in equity.

The entity is jointly taxed with other group entities. The total Danish income tax charge is allocated between profit/loss-making Danish entities in proportion to their taxable income (full absorption).

Jointly taxed entities entitled to a tax refund are reimbursed by the management company based on the rates applicable to interest allowances, and jointly taxed entities which have paid too little tax pay a surcharge according to the rates applicable to interest surcharges to the management company.

Balance sheet

Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Cost includes the acquisition price and costs directly related to the acquisition until the time at which the asset is ready for use.

Inventories

Inventories are measured at cost in accordance with the FIFO method. Where the net realisable value is lower than cost, inventories are written down to this lower value. The net realisable value of inventories is calculated as the sales amount less costs of completion and expenses required to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

Receivables

Receivables are measured at amortised cost.

An impairment loss is recognised if there is objective evidence that a receivable or a group of receivables is impaired. If there is objective evidence that an individual receivable has been impaired, an impairment loss is recognised on an individual basis.

Receivables in respect of which there is no objective evidence of individual impairment are tested for objective evidence of impairment on a portfolio basis. The portfolios are primarily based on the debtors' domicile and credit ratings in line with the Company's risk management policy. The objective evidence applied to portfolios is determined based on historical loss experience.

Impairment losses are calculated as the difference between the carrying amount of the receivables and the present value of the expected cash flows, including the realisable value of any collateral received. The effective interest rate for the individual receivable or portfolio is used as discount rate.

Prepayments

Prepayments (recognised under 'Assets') comprise prepaid expenses regarding subsequent financial years.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Cash

Cash comprise cash and short term securities which are readily convertible into cash and subject only to minor risks of changes in value.

Equity

Proposed dividends

Dividend proposed for the year is recognised as a liability once adopted at the annual general meeting (declaration date). Dividends expected to be distributed for the financial year are presented as a separate item under "Equity".

Provisions

Provisions comprise expected expenses relating to guarantee commitments, losses on work in progress, restructurings etc. Provisions are recognised when the Company has a legal or constructive obligation as a result of a past event at the balance sheet date and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provisions are measured at net realisable value or at fair value if the obligation is expected to be settled far into the future.

Warranties comprise obligations to make good any defects within the warranty period of 2 years.

Provisions for warranties are measured at net realisable value and recognised based on past experience. Provisions that are estimated to mature more than one year after the balance sheet date are discounted at the average bond yields.

Liabilities

Financial liabilities are recognised at the date of borrowing at the net proceeds received less transaction costs paid. On subsequent recognition, financial liabilities are measured at amortised cost, corresponding to the capitalised value, using the effective interest rate. Accordingly, the difference between the proceeds and the nominal value is recognised in the income statement over the term of the loan. Financial liabilities also include the capitalised residual lease liability in respect of finance leases.

Other liabilities are measured at net realisable value.

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	2018	2017
2 Staff costs		
Wages/salaries	8,340,157	7,864,804
Pensions	508,940	477,289
Other social security costs	117,712	109,026
	<u>8,966,809</u>	<u>8,451,119</u>
 Average number of full-time employees	 <u>18</u>	 <u>17</u>
 3 Financial income		
Interest receivable, group entities	127,434	104,276
Exchange gain	62,868	17,073
Other financial income	0	2,361
	<u>190,302</u>	<u>123,710</u>

4 Contractual obligations and contingencies, etc.

Other contingent liabilities

The Company is jointly taxed with EUPA Holding ApS. As a jointly taxed company, which is wholly-owned, the Company has joint and several unlimited liability for Danish corporation taxes and withholding taxes on dividends, interest and royalties. Corporation taxes and withholding taxes payable within the joint taxation unit amounted to DKK 570 thousand at 31 December 2018. Any subsequent corrections to the taxable joint taxation income or withholding taxes may result in an increased liability for the Company.

Other financial obligations

Other rent and lease liabilities:

DKK	2018	2017
Rent and lease liabilities	<u>383,065</u>	<u>798,952</u>

5 Collateral

The Company has provided a bank guarantee as collateral for the Company's suppliers worth a total of DKK 1,183 thousand. The total carrying amount of the assets provided as security is DKK 1,183 thousand and is included in the balance sheet under "cash at bank and in hand".

Furthermore, a guarantee has been provided to the Company's customers of DKK 65 thousand.