

Danrol of Denmark A/S

c/o Rulmeca A/S, Byleddet 7
4000 Roskilde

CVR no. 13 11 83 96

Annual report 2017

The annual report was presented and approved at the
Company's annual general meeting on

18 June 2018

Carsten Spanggaard
chairman

Contents

Statement by the Board of Directors and the Executive Board	2
Independent auditor's report	3
Management's review	5
Company details	5
Operating review	6
Financial statements 1 January – 31 December	7
Income statement	7
Balance sheet	8
Notes	9

Danrol of Denmark A/S
Annual report 2017
CVR no. 13 11 83 96

Statement by the Board of Directors and the Executive Board

The Board of Directors and the Executive Board have today discussed and approved the annual report of Danrol of Denmark A/S for the financial year 1 January – 31 December 2017.

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

In our opinion, the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2017 and of the results of the Company's operations for the financial year 1 January – 31 December 2017.

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.

Roskilde, 18 June 2018
Executive Board:

Peter Lutz

Board of Directors:

Carsten Spanggaard
Chairman

Wolfgang Friedrich Wilhelm
Gresch

Marco Ghisalberti

Peter Lutz



Independent auditor's report

To the shareholders of Danrol of Denmark A/S

Opinion

We have audited the financial statements of Danrol of Denmark A/S for the financial year 1 January – 31 December 2017 comprising income statement, balance sheet 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 Company's assets, liabilities and financial position at 31 December 2017 and of the results of the Company's operations for the financial year 1 January – 31 December 2017 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 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's responsibility 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 that 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 in Denmark will always detect a material misstatement when it exists. Misstatements may 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 made on the basis of these 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 company 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.



Independent auditor's report

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 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 Statements Act. We did not identify any material misstatement of the Management's review.

Copenhagen, 18 June 2018

KPMG

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

David Olafsson
State Authorised
Public Accountant
MNE no. 19737

Danrol of Denmark A/S
Annual report 2017
CVR no. 13 11 83 96

Management's review

Company details

Danrol of Denmark A/S
c/o Rulmeca A/S, Byleddet 7
4000 Roskilde

Telephone: 36 77 67 55
E-mail: dk@rulmeca.com

CVR no.: 13 11 83 96
Established: 1 May 1989
Registered office: Roskilde
Financial year: 1 January – 31 December

Board of Directors

Carsten Spanggaard, Chairman
Wolfgang Friedrich Wilhelm Gresch
Marco Ghisalberti
Peter Lutz

Executive Board

Peter Lutz

Auditor

KPMG P/S
Dampfærgevej 28
2100 København Ø

Management's review

Operating review

Principal activities

The Company's main activity consist of holding shares in subsidiary Rulmeca Poland Spolka Z o.o.

Uncertainty regarding recognition and measurement

In Management's opinion, no special uncertainties exist in relation to the company's recognition and measurement of assets and liabilities .

Development in activities and financial position

The income statement of the Company for 2017 shows a loss of DKK -221,610, and at 31 December 2017 the balance sheet of the Company shows equity of DKK 6,842,335..

Events after the balance sheet date

No events occurred after the end of the financial year that might materially affect the company 's financial position.

Financial statements 1 January – 31 December

Income statement

DKK	Note	2017	2016
Gross loss		<u>-187,065</u>	<u>-301,574</u>
Staff costs	2	<u>0</u>	<u>-109,584</u>
Operating loss		<u>-187,065</u>	<u>-411,158</u>
Financial income	3	4,358	31,128
Financial expenses	4	<u>-38,903</u>	<u>-3,886</u>
Loss before tax		<u>-221,610</u>	<u>-383,916</u>
Tax on profit/loss for the year		<u>0</u>	<u>0</u>
Loss for the year		<u><u>-221,610</u></u>	<u><u>-383,916</u></u>
Proposed distribution of loss			
Retained earnings		<u><u>-221,610</u></u>	<u><u>-383,916</u></u>

Financial statements 1 January – 31 December

Balance sheet

DKK	Note	2017	2016
ASSETS			
Fixed assets			
Investments	5		
Equity investments in group entities		<u>2,559,819</u>	<u>2,559,819</u>
		<u>2,559,819</u>	<u>2,559,819</u>
Total fixed assets		<u>2,559,819</u>	<u>2,559,819</u>
Current assets			
Receivables			
Trade receivables		42	351,520
Other receivables		<u>229,523</u>	<u>229,523</u>
		<u>229,565</u>	<u>581,043</u>
Cash at bank and in hand		<u>4,267,601</u>	<u>4,166,404</u>
Total current assets		<u>4,497,166</u>	<u>4,747,447</u>
TOTAL ASSETS		<u>7,056,985</u>	<u>7,307,266</u>
EQUITY AND LIABILITIES			
Equity	6		
Contributed capital		500,000	500,000
Retained earnings		<u>6,342,335</u>	<u>6,563,946</u>
Total equity		<u>6,842,335</u>	<u>7,063,946</u>
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		0	207,277
Other payables		<u>214,650</u>	<u>36,043</u>
		<u>214,650</u>	<u>243,320</u>
Total liabilities other than provisions		<u>214,650</u>	<u>243,320</u>
TOTAL EQUITY AND LIABILITIES		<u>7,056,985</u>	<u>7,307,266</u>
Related party disclosures	7		

Financial statements 1 January – 31 December

Notes

1 Accounting policies

The annual report of Danrol of Denmark A/S for 2017 has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with option from higher reporting classes.

The accounting policies used in the preparation of the financial statements are consistent with those of last year.

Omission of consolidated financial statements

Pursuant to section 110(1) of the Danish Financial Statements Act, no consolidated financial statements have been prepared.

General information on recognition and valuation

In the profit and loss account income is recognised as it is earned, including value adjustment of financial assets and liabilities. All costs, including depreciation and write-downs, are also included in the profit and loss account.

Assets are recognised in the balance sheet if it is likely that future financial advances will accrue to the company and the asset can be valued reliably.

Liabilities are recognised in the balance sheet if it is likely that the company will be denied future financial advantages and the liability can be valued reliably.

When assets and liabilities are first recognised, they are valued at original cost. Assets and liabilities are subsequently valued as described for each individual item below.

Income statement

Gross Profit

Pursuant to Section 32 of the Danish Financial Statements Act, the Company has decided only to disclose gross profit.

Staff costs

Staff costs comprise wages and salaries, including holiday allowance, pension and other social security costs, etc., to the Company's employees, excluding reimbursements from public authorities.

Other external costs

Other external costs comprise cost related to administration, etc.

Financial income and expenses

Financial income and expenses comprise interest income and expense, financial costs regarding finance leases, gains and losses on securities, payables and transactions denominated in foreign currencies, amortisation of financial assets and liabilities as well as surcharges and refunds under the on-account tax

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

scheme, etc.

Dividends from equity investments in group entities measured at cost are recognised as income in the Parent Company's income statement in the financial year when the dividends are declared.

Tax on profit/loss for the year

The Parent Company is subject to the Danish rules on compulsory joint taxation of the Group's Danish subsidiaries. The subsidiaries are included in the joint taxation from the date when they are included in the consolidated financial statements and up to the date when they are excluded from the consolidation.

The Parent Company is the administrative company for the joint taxation and accordingly settles all payments of corporation tax to the tax authorities.

On payment of joint taxation contributions, current Danish corporation tax is allocated between the jointly taxed entities in proportion to their taxable income. Entities with tax losses receive joint taxation contributions from entities that have used the losses to reduce their own taxable profit.

Tax for the year comprises current corporation tax for the year and changes in deferred tax, including changes in tax rates. The tax expense relating to the profit/loss for the year is recognised in the income statement, and the tax expense relating to amounts directly recognised in equity is recognised directly in equity.

Balance sheet

Equity investments in group entities

Equity investments in group entities and associates are measured at cost. In case of indication of impairment, an impairment test is conducted. When the cost exceeds the recoverable amount, write-down is made to this lower value.

Receivables

Receivables are measured at amortised cost.

Write-down is made for bad debt losses where there is an objective indication that a receivable or a portfolio of receivables has been impaired. If there is an objective indication that an individual receivable has been impaired, write-down is made on an individual basis.

Receivables with no objective indication of individual impairment are assessed for objective indication of impairment on a portfolio basis. The portfolios are primarily based on the debtors' registered offices and credit rating in accordance with the Company's credit risk management policy. The objective indicators used in relation to portfolios are determined on the basis of historical loss experience.

Write-downs are calculated as the difference between the carrying amount of receivables and the present value of forecast 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.

Financial statements 1 January – 31 December

Notes

1 Accounting policies (continued)

Prepayments and deferred income

Prepayments comprise prepayment of costs incurred relating to subsequent financial years.

Cash and cash equivalents

Cash and cash equivalents comprise cash and short-term marketable securities with a term of three months or less which are easily convertible into cash and which are subject to only an insignificant risk of changes in value.

Equity

Dividends

The expected dividend payment for the year is disclosed as a separate item under equity.

Corporation tax and deferred tax

Current tax payable and receivable is recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on the taxable income of prior years and for tax paid on account.

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax value of assets and liabilities based on the planned use of the asset or settlement of the liability. However, deferred tax is not recognised on temporary differences relating to goodwill non-deductible for tax purposes and on office premises and other items where the temporary differences arise at the date of acquisition without affecting either profit/loss or taxable income.

Deferred tax assets, including the tax value of tax loss carryforwards, are recognised at the expected value of their utilisation within the foreseeable future; either as a set-off against tax on future income or as a set-off against deferred tax liabilities in the same legal tax entity. Any deferred net assets are measured at net realisable value.

Deferred tax is measured in accordance with the tax rules and at the tax rates applicable at the balance sheet date when the deferred tax is expected to crystallise as current tax. Changes in deferred tax as a result of changes in tax rates are recognised in the income statement or equity, respectively.

Liabilities other than provisions

Financial liabilities are recognised at cost at the date of borrowing, corresponding to the proceeds received less transaction costs paid. In subsequent periods, the financial liabilities are measured at amortised cost using the effective interest method. Accordingly, the difference between cost and the nominal value is recognised in the income statement over the term of the loan together with interest expenses.

Finance lease obligation comprise the capitalised residual lease obligation of finance leases.

Other liabilities are measured at net realisable value.

Financial statements 1 January – 31 December

Notes

2 Staff costs

DKK	2017	2016
Wages and salaries	0	85,212
Other social security costs	0	24,372
	0	109,584
Average number of full-time employees	0	9

3 Financial income

Other financial income	4,358	0
Exchange adjustments	0	31,128
	4,358	31,128

4 Financial expenses

Other financial costs	21,738	3,886
Exchange losses	17,165	0
	38,903	3,886

5 Investments

DKK	2017	2016
Cost at 1 January 2017	2,559,819	2,559,819
Cost at 31 December 2017	2,559,819	2,559,819
Carrying amount at 31 December 2017	5,119,638	5,119,638

Name/legal form	Registered office	Voting rights and ownership interest	Equity	Profit for the year
Subsidiaries:			DKK	DKK
Rulmeca Poland Spolka z o.o.	Poland, Dzierzoniów	100	12,796	143
			12,796	143

Financial statements 1 January – 31 December

Notes

6 Equity

DKK	Contributed capital	Retained earnings	Total
Equity at 1 January 2017	500,000	6,563,946	7,063,946
Transferred over the distribution of loss	0	-221,610	-221,610
Equity at 31 December 2017	500,000	6,342,336	6,842,336

There have been no changes in the share capital during the last five years.

7 Related party disclosures

Danrol Of Denmark A/S' related parties comprise the following:

Ownership

The following shareholders are registered in the Company's register of shareholders as holding a minimum of 5% of the votes or a minimum of 5% of the share capital:

Rulmeca Holding S.p.A, Via Toscanini, 1 Alé (BG), Italy