

NEOPERL Nordic A/S

Erhvervsparken 1, Ø. Bjerregrav, 8920 Randers NV

CVR no. 13 91 87 40

Annual report 2018

Approved at the Company's annual general meeting on

Chairman:

A handwritten signature in black ink, written over a horizontal dotted line. The signature is stylized and appears to be 'L. L. L.'



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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 NEOPERL Nordic 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.

Randers, 28 March 2019
Executive Board:



Lars Hansen

Board of Directors:



Oliver Denzler
Chairman



Margot Kaiser



Fabian Wildfang

Independent auditor's report

To the shareholder of NEOPERL Nordic A/S

Opinion

We have audited the financial statements of NEOPERL Nordic 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.

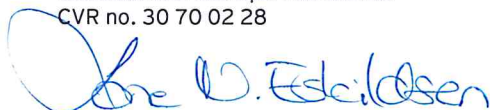
Based on the work we have performed, we conclude that the Management's review is in accordance with the financial statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of the Management's review.

Aarhus, 28 March 2019

ERNST & YOUNG

Godkendt Revisionspartnerselskab

CVR no. 30 70 02 28



Lone Nørgaard Eskildsen
State Authorised Public Accountant
mne32085



Management's review

Company details

Name	NEOPERL Nordic A/S
Address, Postal code, City	Erhvervsparken 1, Ø. Bjerregrav, 8920 Randers NV
CVR no.	13 91 87 40
Established	1 January 1990
Registered office	Randers
Financial year	1 January - 31 December
Board of Directors	Oliver Denzler, Chairman Margot Kaiser Fabian Wildfang
Executive Board	Lars Hansen
Auditors	Ernst & Young Godkendt Revisionspartnerselskab Værkmestergade 25, P.O. Box 330, 8100 Aarhus C, Denmark
Bankers	Nordea Bank

Management's review

Financial highlights

DKK	2018	2017	2016	2015	2014
Key figures					
Gross margin	13,092,389	14,138,160	14,424,546	14,048,757	13,441,963
Operating profit/loss	5,651,199	6,999,069	7,698,275	7,781,644	5,446,135
Net financials	-65,338	-99,378	-108,248	64,660	27,196
Profit/loss for the year	4,354,534	5,364,834	5,916,511	5,999,728	3,829,313
Total assets					
Investment in property, plant and equipment	607,421	1,299,392	1,368,607	632,108	715,280
Equity	37,098,239	35,743,705	37,878,870	36,962,358	35,962,631
Financial ratios					
Return on assets	12.9%	15.7%	17.7%	18.3%	12.3%
Equity ratio	86.0%	80.2%	85.5%	86.3%	84.9%
Return on equity	12.0%	14.6%	15.8%	16.5%	11.2%
Average number of employees	35	33	32	31	30

The financial ratios stated in the survey of financial highlights have been calculated as follows:

Return on assets	$\frac{\text{Profit/loss from operating activities} \times 100}{\text{Average assets}}$
Equity ratio	$\frac{\text{Equity, year-end} \times 100}{\text{Total equity and liabilities, year-end}}$
Return on equity	$\frac{\text{Profit/loss for the year after tax} \times 100}{\text{Average equity}}$

Management's review

Business review

NEOPERL Nordic A/S produces supply hoses and sells NEOPERL Group products and other accessories to the HVAC industry, primarily to the Nordic markets, but also worldwide through other group entities.

Financial review

The income statement for 2018 shows a profit of DKK 4,354,534 against a profit of DKK 5,364,834 last year, and the balance sheet at 31 December 2018 shows equity of DKK 37,098,239.

In 2018, the activity was at the same level as in 2017. The market is continuously under strong pressure, both nationally and internationally, which has impacted gross margin. Given the circumstances, the results of operation are satisfactory and at an expected level.

Non-financial matters

Impact on the external environment

In the opinion of Management, the Company does not affect the environment more than is usual for this kind of industry.

Events after the balance sheet date

No events materially affecting the Company's financial position have occurred subsequent to the financial year end.

Outlook

Positive earnings are expected for 2019.

Up until now, the performance for the financial year has been as expected.

Financial statements 1 January - 31 December

Income statement

Note	DKK	2018	2017
	Gross margin	13,092,389	14,138,160
3	Staff costs	-6,341,534	-6,206,784
	Amortisation/depreciation and impairment of intangible assets and property, plant and equipment	-1,099,656	-932,307
	Profit before net financials	5,651,199	6,999,069
4	Financial income	1,033	0
	Financial expenses	-66,371	-99,378
	Profit before tax	5,585,861	6,899,691
5	Tax for the year	-1,231,327	-1,534,857
	Profit for the year	<u>4,354,534</u>	<u>5,364,834</u>
	Recommended appropriation of profit		
	Proposed dividend recognised under equity	3,731,100	3,000,000
	Retained earnings	623,434	2,364,834
		<u>4,354,534</u>	<u>5,364,834</u>

Financial statements 1 January - 31 December

Balance sheet

Note	DKK	2018	2017
	ASSETS		
	Fixed assets		
6	Property, plant and equipment		
	Land and buildings	3,825,158	3,953,432
	Plant and machinery	1,930,768	2,086,200
	Fixtures and fittings, tools and equipment	476,439	684,967
		<u>6,232,365</u>	<u>6,724,599</u>
	Total fixed assets	<u>6,232,365</u>	<u>6,724,599</u>
	Non-fixed assets		
	Inventories		
	Raw materials and consumables	11,792,536	14,790,413
	Finished goods and goods for resale	3,178,676	2,736,645
		<u>14,971,212</u>	<u>17,527,058</u>
	Receivables		
	Trade receivables	11,858,495	12,474,850
	Receivables from group entities	4,426,667	1,795,803
	Income taxes receivable	22,064	353,860
	Other receivables	284,036	0
	Prepayments	1,079,701	25,578
		<u>17,670,963</u>	<u>14,650,091</u>
	Cash	<u>4,258,293</u>	<u>5,678,709</u>
	Total non-fixed assets	<u>36,900,468</u>	<u>37,855,858</u>
	TOTAL ASSETS	<u>43,132,833</u>	<u>44,580,457</u>
	EQUITY AND LIABILITIES		
	Equity		
7	Share capital	1,000,000	1,000,000
	Retained earnings	32,367,139	31,743,705
	Dividend proposed for the year	3,731,100	3,000,000
	Total equity	<u>37,098,239</u>	<u>35,743,705</u>
	Provisions		
	Deferred tax	153,580	156,211
	Total provisions	<u>153,580</u>	<u>156,211</u>
	Liabilities other than provisions		
	Current liabilities other than provisions		
	Trade payables	1,922,088	3,937,587
	Payables to group entities	2,002,676	803,143
	Other payables	1,956,250	3,939,811
		<u>5,881,014</u>	<u>8,680,541</u>
	Total liabilities other than provisions	<u>5,881,014</u>	<u>8,680,541</u>
	TOTAL EQUITY AND LIABILITIES	<u>43,132,833</u>	<u>44,580,457</u>

- 1 Accounting policies
- 2 Special items
- 8 Collateral
- 9 Related parties

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 2018	1,000,000	31,743,705	3,000,000	35,743,705
Transfer through appropriation of profit	0	623,434	3,731,100	4,354,534
Dividend distributed	0	0	-3,000,000	-3,000,000
Equity at 31 December 2018	1,000,000	32,367,139	3,731,100	37,098,239

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies

The annual report of NEOPERL Nordic 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 used in the preparation of the financial statements are consistent with those of last year.

Reporting currency

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

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rate at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as financial income or financial expenses.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rate at the balance sheet date. The difference between the exchange rates at the balance sheet date and the date at which the receivable or payable arose or was recognised in the most recent financial statements is recognised in the income statement as financial income or financial expenses.

Income statement

Revenue

The Company has chosen IAS 11/IAS 18 as interpretation for revenue recognition.

Income from the sale of goods for resale and finished goods is recognised in revenue when transfer of the most significant rewards and risks to the buyer has taken place and provided that the income can be reliably measured and payment is expected to be received. The date of transfer of the most significant rewards and risks is based on standardised terms of delivery based on Incoterms® 2010.

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

The items revenue, cost of sales, other operating income and external expenses have been aggregated into one item in the income statement called gross margin in accordance with section 32 of the Danish Financial Statements Act.

Other operating income

Other operating income comprise items of a secondary nature relative to the Company's core activities, including gains on the sale of fixed assets.

Raw materials and consumables, etc.

Raw materials and consumables include expenses relating to raw materials and consumables used in generating the year's revenue.

Cost of sales

Cost of sales includes the cost of goods used in generating the year's revenue.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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 on and impairment 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:

Buildings	25-33 years
Plant and machinery	5 years
Fixtures and fittings, tools and equipment	5 years

The residual value is determined at the time of acquisition and are reassessed every year. Where the residual value exceeds the carrying amount of the asset, no further depreciation charges are recognised. In case of changes in the residual value, the effect on the depreciation charges is recognised prospectively as a change in accounting estimates.

Land is not depreciated.

Financial income and expenses

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

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.

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.

Gains or losses are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains and losses from the disposal of property, plant and equipment are recognised in the income statement as other operating income or other operating expenses.

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

Impairment of fixed assets

The carrying amount of property, plant and equipment is assessed for impairment on an annual basis.

Impairment tests are conducted on assets or groups of assets when there is evidence of impairment. The carrying amount of impaired assets is reduced to the higher of the net selling price and the value in use (recoverable amount).

The recoverable amount is the higher of the net selling price of an asset and its value in use. The value in use is calculated as the present value of the expected net cash flows from the use of the asset or the group of assets and the expected net cash flows from the disposal of the asset or the group of assets after the end of the useful life.

Previously recognised impairment losses are reversed when the reason for recognition no longer exists. Impairment losses on goodwill are not reversed.

Inventories

Inventories are measured at cost in accordance with the weighted average cost 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 costs necessary to effect the sale and is determined taking into account marketability, obsolescence and development in the expected selling price.

The cost of raw materials and consumables comprises the cost of acquisition plus delivery costs.

The cost of finished goods and work in progress includes the cost of raw materials, consumables, direct labour and indirect production overheads.

Indirect production overheads include the indirect cost of material and labour as well as maintenance and depreciation of production machinery, buildings and equipment and expenses relating to plant administration and management. Borrowing costs are not recognised in the sales price.

Receivables

Receivables are measured at amortised cost.

The Company has chosen IAS 39 as interpretation for impairment of financial receivables.

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.

Prepayments

Prepayments comprise prepaid expenses regarding subsequent financial reporting years.

Cash

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

Financial statements 1 January - 31 December

Notes to the financial statements

1 Accounting policies (continued)

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".

Income taxes

Current tax payables and receivables are recognised in the balance sheet as the estimated income tax charge for the year, adjusted for prior-year taxes and tax paid on account.

Deferred tax is measured according to the liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. However, deferred tax is not recognised on temporary differences relating to goodwill which is not deductible for tax purposes and on office premises and other items where temporary differences, apart from business combinations, arise at the date of acquisition without affecting either profit/loss for the year or taxable income. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on Management's intended use of the asset or settlement of the liability, respectively.

Deferred tax is measured according to 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. Deferred tax assets are recognised at the expected value of their utilisation; 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. Changes in deferred tax due to changes in the tax rate are recognised in the income statement.

Other payables

Other payables are measured at net realisable value.

2 Special items

As an extraordinary expense a provision has been made relating to costs regarding defective deliveries in 2007.

Special items for the year are specified below, as are the items under which they are recognised in the income statement.

DKK	2018	2017
Expenses		
Provision for defective deliveries	0	1,488,980
	0	1,488,980
Special items are recognised in the below items of the financial statements		
Gross margin	0	1,488,980
Net profit on special items	0	1,488,980

Financial statements 1 January - 31 December

Notes to the financial statements

DKK		2018	2017		
3	Staff costs				
	Wages/salaries	14,963,346	14,502,878		
	Pensions	1,174,738	1,077,169		
	Other social security costs	91,151	75,053		
	Portion transferred to cost of sales	-9,887,701	-9,448,316		
		<u>6,341,534</u>	<u>6,206,784</u>		
		2018	2017		
	Average number of full-time employees	<u>35</u>	<u>33</u>		
DKK		2018	2017		
4	Financial income				
	Interest receivable, group entities	1,023	0		
	Other financial income	10	0		
		<u>1,033</u>	<u>0</u>		
5	Tax for the year				
	Estimated tax charge for the year	1,233,958	1,418,494		
	Deferred tax adjustments in the year	-2,631	104,834		
	Tax adjustments, prior years	0	11,529		
		<u>1,231,327</u>	<u>1,534,857</u>		
6	Property, plant and equipment				
DKK	Land and buildings	Plant and machinery	Fixtures and fittings, tools and equipment	Total	
	12,264,670	14,484,778	1,557,601	28,307,049	
	88,905	518,517	0	607,422	
	0	-1,919,902	0	-1,919,902	
	<u>12,353,575</u>	<u>13,083,393</u>	<u>1,557,601</u>	<u>26,994,569</u>	
	Impairment losses and depreciation at 1 January 2018	8,311,238	12,398,578	872,634	21,582,450
	Depreciation in the year	217,179	673,949	208,528	1,099,656
	Reversal of depreciation on and impairment of disposals	0	-1,919,902	0	-1,919,902
	<u>8,528,417</u>	<u>11,152,625</u>	<u>1,081,162</u>	<u>20,762,204</u>	
	Carrying amount at 31 December 2018	<u>3,825,158</u>	<u>1,930,768</u>	<u>476,439</u>	<u>6,232,365</u>
	Depreciated over	<u>25-33 years</u>	<u>5 years</u>	<u>5 years</u>	

Financial statements 1 January - 31 December

Notes to the financial statements

DKK	<u>2018</u>	<u>2017</u>
7 Share capital		
Analysis of the share capital:		
10,000 shares of DKK 100.00 nominal value each	<u>1,000,000</u>	<u>1,000,000</u>
	<u>1,000,000</u>	<u>1,000,000</u>

The Company's share capital has remained DKK 1,000,000 over the past 5 years.

8 Collateral

The Company has not provided any security or other collateral in assets at 31 December 2018.

9 Related parties

Information about consolidated financial statements

<u>Parent</u>	<u>Domicile</u>	<u>Requisitioning of the parent company's consolidated financial statements</u>
NEOPERL Holding AG	Pfeffingerstrasse 21, 4153 Reinach-Basel, Switzerland	At the Company's address