



**SCHIEDEL SKORSTENE A/S  
INDUSTRIVEJ 23  
DK-7470 KARUP J  
REG. NO. 14747346**

**ANNUAL REPORT 2016**

Approved at the Company's annual general meeting on 29 March 2017

**Chairman**

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**Company details**

<b>Company</b>	Schiedel Skorstene A/S Industrivej 23 DK-7470 Karup J Reg. no. 14 74 73 46 Phone +45 70 10 21 11 Fax +45 70 10 20 88 Website <a href="http://www.schiedel.dk">www.schiedel.dk</a> E-mail <a href="mailto:salg@schiedel.dk">salg@schiedel.dk</a>  Established: 1 September 1990 Registered office: Viborg Financial year 1 January – 31 December
<b>Board of Directors</b>	Torben Mikkelsen, Chairman Michael Ball Stefan Kranewitter
<b>Executive Board</b>	Michael Ball
<b>Auditors</b>	KPMG Statsautoriseret Revisionspartnerselskab Østre Havnegade 18 DK-9000 Aalborg
<b>Bankers</b>	Handelsbanken Østre Havnegade 14 DK-9000 Aalborg

## 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 Schiedel Skorstene A/S for the financial year 1 January – 31 December 2016.

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

It is our opinion that the financial statements give a true and fair view of the Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations for the financial year 1 January – 31 December 2016.

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 will be approved at the annual general meeting.

Karup, 29 March 2017

### Executive Board



Michael Ball  
CEO

### Board of Directors



Torben Mikkelsen  
(Chairman)



Michael Ball



Stefan Kranewitter

## **Independent auditor's report**

### **To the shareholders of Schiedel Skorstene A/S**

#### **Opinion**

We have audited the financial statements of Schiedel Skorstene A/S for the financial year 1 January – 31 December 2016 comprising 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 Company's assets, liabilities and financial position at 31 December 2016 and of the results of the Company's operations and cash flows for the financial year 1 January – 31 December 2016 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 financial statement users made on the basis of these financial statements.

## **Independent auditor's report**

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.
- 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.

## Independent auditor's report

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.

Aalborg, 29 March 2017

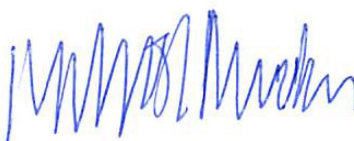
**KPMG**

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

A blue ink signature of Steffen S. Hansen, featuring a large, stylized 'S' and 'H'.

Steffen S. Hansen  
State Authorised  
Public Accountant

A blue ink signature of Mikkel Trabjerg Knudsen, featuring a series of vertical, wavy lines.

Mikkel Trabjerg Knudsen  
State Authorised  
Public Accountant

## **Management's review**

### **Operating review**

#### **Principal activities of the Company**

The Company is engaged in producing and selling Schiedel chimney and fireplace systems for domestic and foreign wholesalers, and to its affiliated companies.

The Group, headquartered in Luxembourg, produces roofing products, chimneys and ventilation systems. The Group is represented in more than 40 countries.

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

The Company reported a loss of DKK'000 1,129 for 2016 and the Company's balance sheet showed equity of DKK'000 10,743 at 31 December 2016. Management considers the loss for the year unsatisfactory, however the result lives up to expectations.

The Company is market leader in the Danish market, and the Company maintains its market shares at the other Scandinavian markets.

The Company is financed by means of intra-group financing, and Management assesses the Company's financial resources adequate to continue as a going concern for 2017.



**Income statement**

	<b>Note</b>	<b>2016 DKK'000</b>	<b>2015 DKK'000</b>
<b>Gross profit</b>		<b>11,498</b>	<b>11,037</b>
Staff costs	2	-11,612	-11,662
Depreciation of property, plant and equipment	3	-1,211	-1,567
<b>Profit/loss before interest income and expenses</b>		<b>-1,325</b>	<b>-2,192</b>
Financial income	4	67	246
Financial expenses	5	-199	-176
<b>Profit/loss before tax</b>		<b>-1,457</b>	<b>-2,122</b>
Tax on profit/loss for the year	6	328	472
<b>PROFIT/LOSS FOR THE YEAR</b>		<b>-1,129</b>	<b>-1,650</b>
<b>Proposed distribution of profit/loss</b>			
Retained earnings		-1,129	-1,650
		-1,129	-1,650

**Balance sheet**

	<b>Note</b>	<b>2016</b> <b>DKK'000</b>	<b>2015</b> <b>DKK'000</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Land and buildings		2,535	2,434
Plant and machinery		4,475	4,829
Fixtures and fittings, other plant and equipment		983	402
Total property, plant and equipment	7	7,993	7,665
<b>Total non-current assets</b>		<b>7,993</b>	<b>7,665</b>
<b>Current assets</b>			
Raw materials and consumables		3,893	5,036
Finished goods and goods for resale		6,925	8,647
<b>Inventories</b>		<b>10,818</b>	<b>13,683</b>
Trade receivables		1,055	1,024
Receivables at group enterprises		7,775	6,647
Joint taxation contribution receivable		321	144
Deferred tax asset	8	5,219	5,212
Other receivables		31	39
Prepayments		97	53
<b>Receivables</b>		<b>14,498</b>	<b>13,119</b>
<b>Cash at bank and in hand</b>		<b>6</b>	<b>3</b>
<b>Total current assets</b>		<b>25,322</b>	<b>26,805</b>
<b>TOTAL ASSETS</b>		<b>33,315</b>	<b>34,470</b>

**Balance sheet**

	<b>Note</b>	<b>2016</b> <b>DKK'000</b>	<b>2015</b> <b>DKK'000</b>
<b>EQUITY AND LIABILITIES</b>			
Share capital		3,500	3,500
Retained earnings		7,243	8,372
<b>Total equity</b>	<b>9</b>	<b>10,743</b>	<b>11,872</b>
Other provisions		863	863
<b>Total provisions</b>		<b>863</b>	<b>863</b>
Trade payables		3,501	1,774
Payables to group enterprises		15,743	16,090
Other payables		2,465	3,871
<b>Current liabilities other than provisions</b>		<b>21,709</b>	<b>21,735</b>
<b>EQUITY AND LIABILITIES</b>		<b>33,315</b>	<b>34,470</b>
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**Statement of changes in equity**

	Share capital DKK'000	Retained earnings DKK'000	Total DKK'000
Balance at 1 January 2015	3,500	10,022	13,522
Transferred for the year	0	-1,650	-1,650
Balance at 31 December 2015	3,500	8,372	11,872
Balance at 1 January 2016	3,500	8,372	11,872
Transferred for the year	0	-1,129	-1,129
Balance at 31 December 2016	3,500	7,243	10,743

## Notes to the financial statement

### 1 Accounting policies

The annual report of Schiedel Skorstene A/S has been prepared in accordance with the provisions applying to reporting class B entities under the Danish Financial Statements Act with opt-in of specific provisions for reporting class C.

As from 1 January 2016, the Company has implemented Act no. 738 of 1 June 2015. This has entailed the following changes to recognition and measurement:

- Going forward, the residual value of property, plant and equipment must be reassessed on an ongoing basis. Pursuant to the transition provisions of the Act, any adjustments to residual values must be made prospectively as an accounting estimate without restatement of comparative figures and without effect on equity.

The changes have no monetary effect on the income statement or the balance sheet for 2016 or for the comparative figures.

The Company has opted into disclosure requirements for a higher reporting class regarding presentation of statement of changes in equity.

Apart from the above, the accounting policies used in the preparation of the financial statements are consistent with those of last year.

### Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Receivables and payables and other monetary items denominated in foreign currencies which are not settled at the balance sheet date are translated at the exchange rate at the balance sheet date. Foreign exchange differences arising between the exchange rates at the transaction date and at the date of payment and the rate at the balance sheet date, respectively, are recognized in the income statement as financial income or financial expenses.

### Income statement

#### Revenue

Revenue from the sale of goods for resale and finished goods is recognized in the income statement when delivery and transfer of risk to the buyer has taken place. Revenue is measured ex VAT, taxes and discounts in relation to the sale.

#### Gross profit

In accordance with section 32 of the Danish Financial Statements Act, revenue, operating costs and other external costs are comprised into the financial statement caption 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 operating costs

Other operating costs comprise items secondary to the Company's activities, including loss on the disposal of intangible assets and property, plant and equipment.

## Notes

### 1 Accounting policies (continued)

#### Financial income and expenses

Financial income and expenses comprise interest income and expense, realized and unrealized gains and losses on payables and transactions denominated in foreign currencies as well as surcharges and refunds under the on-account tax scheme.

#### Taxation

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

The Company is jointly taxed with the Danish group enterprises. The Danish corporation tax is allocated between profit/loss-making Danish companies in proportion to their taxable income (full absorption).

Jointly taxed companies with excess tax receive interest at least in accordance with applicable rates from the administrative company, Monier Holding ApS, just as jointly taxed companies with outstanding tax at a maximum pay surcharge in accordance with applicable rates for surcharges to the administrative company.

#### Balance sheet

#### Property, plant and equipment

Land and buildings, plant and machinery and fixtures and fittings, tools and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost comprises the acquisition price, costs directly attributable to the acquisition, and preparation costs of the asset until the date when it is ready to be put into operation. The cost of self-constructed assets comprises direct and indirect costs of materials, components, subsuppliers, and wages and salaries.

The basis of depreciation is cost less expected residual value at the end of the useful life. Depreciation is provided according to the straight-line method, based on the following expected useful lives:

Buildings	20 years
Plant and machinery	5-15 years
Fixtures and fittings, other plant and equipment	3-5 years

Land is not depreciated.

Property, plant and equipment are written down to the recoverable amount if this is lower than the carrying amount.

Gains and losses on the disposal of property, plant and equipment are calculated as the difference between the selling price less selling costs and the carrying amount at the date of disposal. Gains or losses are recognized in the income statement as depreciation and impairment losses.

#### Inventories

Inventories are measured at the lower of cost in accordance with the average cost formula and the net realizable value.

Goods for resale and raw materials and consumables are measured at cost, comprising purchase price plus delivery costs. Goods and work in progress are measured at cost, comprising the cost of raw materials, consumables, direct wages and salaries and indirect production overheads.

## Notes

### 1 Accounting policies (continued)

Indirect production overheads comprise indirect materials and wages and salaries as well as maintenance and depreciation and impairment losses regarding production machinery, buildings and equipment as well as factory administration and management. Financing costs are not included in the cost.

The net realizable value of inventories is determined taking into consideration estimated sales price less costs of completion and costs necessary to make the sale.

#### Receivables

Receivables are measured at amortized cost, usually equaling nominal value, less write-downs for bad debts.

#### Cash and cash equivalents

Bank deposits and drawings on group cash pool are recognized as balances with group enterprises.

#### Prepayments

Prepayments comprise costs incurred concerning subsequent financial years.

#### Equity - dividends

Dividends are recognized as a liability at the date when they are adopted at the annual general meeting.

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

#### Other provisions

Other provisions are recognized and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date.

Warranties comprise obligations to make good any errors and omissions within the warranty period.

#### Lease obligations

Operating lease payments are recognized in the income statement over the term of the lease.

#### Financial liabilities

Financial liabilities are recognized at amortized cost, which usually corresponds to nominal value.

#### Corporation tax and deferred tax

Current tax payable and receivable are recognized 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. Where alternative tax rules can be applied to determine the tax base, deferred tax is measured based on the planned use of the asset or settlement of the liability, respectively.

Deferred tax assets, including the tax value of tax loss carryforwards, are measured 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. Any deferred net assets are measured at net realizable values.

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. Changes in deferred tax due to changes in the tax rate are recognized in the income statement.

## Notes

	2016 DKK'000	2015 DKK'000
<b>2 Staff costs</b>		
Wages and salaries	10,446	10,528
Pensions	937	842
Other social security costs	229	292
	<u>11,612</u>	<u>11,662</u>
Average number of full-time employees	<u>27</u>	<u>25</u>
<b>3 Depreciation of property, plant and equipment</b>		
Buildings	557	553
Plant and machinery	510	916
Fixtures and fittings, other plant and equipment	144	98
	<u>1,211</u>	<u>1,567</u>
<b>4 Financial income</b>		
Interest income, group enterprises	2	104
Interest income, exchange rate gains, etc.	65	142
	<u>67</u>	<u>246</u>
<b>5 Financial expenses</b>		
Interest expenses, group enterprises	112	150
Interest expenses, exchange rate losses, etc.	87	26
	<u>199</u>	<u>176</u>
<b>6 Tax on profit/loss for the year</b>		
Adjustment of deferred tax	7	328
Joint taxation contribution for the year	321	144
	<u>328</u>	<u>472</u>



## Notes

### 7 Property, plant and equipment

	Land and buildings DKK'000	Plant and machinery DKK'000	Fixtures and fittings, other plant and equipment DKK'000
Cost at 1 January 2016	11,459	16,550	6,909
Additions for the year	658	156	725
Disposals for the year	0	0	-428
Cost at 31 December 2016	12,117	16,706	7,206
Accumulated depreciation at 1 January 2016	9,025	11,721	6,507
Accumulated depreciation on sold assets	0	0	-428
Depreciation for the year	557	510	144
Accumulated depreciation at 31 December 2016	9,582	12,231	6,223
Carrying amount at 31 December 2016	2,535	4,475	983

### 8 Deferred tax asset

Based on the impairment test performed, Management expects the tax assets to be utilised through future positive earnings in the joint taxation, and Management has therefore assessed the recognition of the tax asset at 31 December 2016 in full to provide a true and fair view.

## Notes

### 9 Equity

	<u>2016</u> DKK'000	<u>2015</u> DKK'000
The share capital comprises:		
35 shares of DKK'000 100 each	<u>3,500</u>	<u>3,500</u>
	<u>3,500</u>	<u>3,500</u>

There were no changes in the share capital for the past five years.

### 10 Contingent liabilities and other financial obligations

	<u>2016</u> DKK'000	<u>2015</u> DKK'000
<b>Lease liabilities</b>		
According to operating leases regarding copying machines, forklift trucks and cars, liabilities total	<u>976</u>	<u>813</u>

The remaining term is up to 5 years.

The Company is jointly taxed with the Company's Danish affiliated companies, Monier Holding ApS, Monier A/S and J.A. Plastindustri A/S. The Company has joint and several unlimited liability for Danish withholding taxes on dividends, interest, royalties and corporation taxes within the joint taxation unit. Withholding taxes and corporation taxes within the joint taxation unit amounted to DKK'000 3,037 at 31 December 2016.

### 11 Related party disclosures

Related parties exercising control of Schiedel Skorstene A/S:

- The Company's principal shareholder, Schiedel GmbH & Co. KG, Munich, Germany as well as higher-ranking parents, including the ultimate parent company, Braas Monier Building Group S.A., Luxembourg.

Other related parties with whom Schiedel Skorstene A/S had transactions in 2016:

- Companies in which the principal shareholder and other parent companies exercise control and their subsidiaries.
- The Company's Executive Board and Board of Directors.

No transactions have been carried out with the Executive Board, the Board of Directors or other related parties, apart from intra-group transactions, which have been eliminated at the preparation of the consolidated financial statements of higher-ranking parents, and the usual remuneration.

The Company has chosen only to disclose transactions that are not carried out on an arm's length basis in accordance with section 98c(7) of the Danish Financial Statements Act.

## 12 Shareholders

The Company has registered the following shareholders holding more than 5% of voting rights or nominal value:

Schiedel GmbH & Co. KG, Munich, Germany