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Dynatest Denmark A/S

Gladsaxevej 342 2860 Søborg Central Business Registration No 20015632

Annual report 2016

The Annual General Meeting adopted the annual report on 04.07.2017

Chairman of the General Meeting

Name: Nicholas Liebach

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Entity details

Entity

Dynatest Denmark A/S Gladsaxevej 342 2860 Søborg

Central Business Registration No: 20015632

Registered in: Gladsaxe

Financial year: 01.01.2016 - 31.12.2016

Committee of Representatives

Christian Møller Christensen Anders Sørensen Christian Lanng Nielsen

Executive Board

Christian Lanng Nielsen

Auditors

Deloitte Statsautoriseret Revisionspartnerselskab Weidekampsgade 6 Postboks 1600 0900 København C

Statement by Management on the annual report

The Board of Directors and the Executive Board have today considered and approved the annual report of Dynatest Denmark A/S for the financial year 01.01.2016 - 31.12.2016.

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

In our opinion, the financial statements give a true and fair view of the Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016.

We believe that the management commentary contains a fair review of the affairs and conditions referred to therein.

We recommend the annual report for adoption at the Annual General Meeting.

Copenhagen, 04.07.2016

Executive Board

Christian Lanng Nielsen

Committee of Representatives

Christian Møller Christensen

Anders Sørensen

Christian Lanng Nielsen

Independent auditor's report

To the shareholders of Dynatest Denmark A/S Opinion

We have audited the financial statements of Dynatest Denmark A/S for the financial year 01.01.2016 - 31.12.2016, which comprise the income statement, balance sheet, statement of changes in equity and notes, including a summary of significant 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 Entity's financial position at 31.12.2016 and of the results of its operations for the financial year 01.01.2016 - 31.12.2016 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and 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 this auditor's report. We are independent of the Entity in accordance with the International Ethics Standards Board of 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 requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 Entity's ability to continue as a going concern, for disclosing, as applicable, matters related to going concern, and for using the going concern basis of accounting in preparing the financial statements unless Management either intends to liquidate the Entity 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 about 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 exits. 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 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:

Independent auditor's report

- 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 Entity'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 Entity'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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures in the notes, 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 commentary

Management is responsible for the management commentary.

Our opinion on the financial statements does not cover the management commentary, 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 commentary and, in doing so, consider whether the management commentary is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the management commentary 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 commentary 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 commentary.

Copenhagen, 04.07.2017

Deloitte

Statsautoriseret Revisionspartnerselskab Central Business Registration No: 33963556

Jens Sejer Pedersen State Authorised Public Accountant

Management commentary

Primary activities

Dynatest Denmark A/S is a provider of pavement engineering consulting services and equipment. The company manufactures pavement measurement equipment, provides pavement consultancy and design services, incl. unique software tools for use in planning and maintenance of pavements for airports, roads and pathways.

Development in activities and finances

The poor financial performance Dynatest Denmark A/S experienced in 2015 has continued into 2016 generating a loss of (16,6) mill dkk. As per December 31, 2016 the equity amounts to (29,5) mill dkk. The loss is generated by dropping revenue caused by low sales focus, high staff costs and low productivity. Actions to mitigate further losses were initiated in the first half of 2016 and continued during the year by the new management team launching turnaround plan.

During the year, the cost base has been reduced to fit the current level of activity. This has caused the number of employees to be reduced drastically and generated many restructuring costs. Entering 2017 the cost base is now at an adequate level.

Actions to generate more revenue has been initiated. The effect of these initiatives will show in 2017.

Uncertainty relating to recognition and measurement

When preparing the Company's annual report, it is necessary that Management, in accordance with legislative provisions, makes a number of accounting judgements and estimates which form the basis for the annual report. Material accounting judgements and estimates made by Management are described in the paragraph "managements material judgements and estimates" under accounting policies, to which we refer.

The accounting judgements and estimate made primarily relates to the sufficiency of the Company's financing. Such estimates are made on the basis of assumptions which Management considers being reasonable and realistic, but which by its nature are uncertain.

Outlook

The outlook for 2017 is positive. The turnaround plan implemented in 2016 is expected to have the full budgeted effect and enable the Company and Group to generate a small positive EBITDA for the financial year 2017, a positive development compared to the significant negative EBITDA for the financial year 2016. The financial performance of the first months of 2017 support the positive development as the year to date (YTD) earning is stronger than the similar period last year and a positive EBITDA is expected for the remaining part of 2017.

The parent company, Dynatest International A/S, has in connection with the annual report for 2016 issued a letter of support to Dynatest Denmark A/S thus securing that the planned activities for 2017 can be financed.

Management commentary

Based heron the financial statements for the financial year 2016 are presented under a going concern assumption.

Events after the balance sheet date

No essential events have occurred after the balance sheet date which can influence the evaluation of this annual report.

Income statement for 2016

		2016	2015
	Notes	DKK	DKK'000
Gross profit	2	362,254	3.718
Distribution costs	2	(3.494.591)	(5.287)
Administrative costs	2	(12.817.013)	(13.391)
Operating profit/loss		(15.949.350)	(14.960)
Income from other fixed assets investments		88.597	(151)
Other financial income		0	5
Other financial expenses	3	(1.062.815)	(648)
Profit/loss before tax		(16.923.568)	(15.754)
Tax on profit/loss for the year	4	216.521	142
·			
Profit/loss for the year		(16.707.047)	(15.612)
Proposed distribution of profit/loss			
Retained earnings		(16.707.047)	(15.612)
		(16.707.047)	(15.612)

Balance sheet at 31.12.2016

	Notes	2016 DKK	2015 DKK'000
Other fixtures and fittings, tools and equipment		15.751.084	16.878
Property, plant and equipment	5	15.751.084	16.878
Deposits		752.860	884
Fixed asset investments	6	752.860	884
Fixed assets		16.503.944	17.762
Raw materials and consumables		3.104.679	4.407
Manufactured goods and goods for resale		1.937.182	1.743
Prepayments for goods		931.400	0
Inventories		5.973.261	6.150
Trade receivables		8.308.138	3.834
Contract work in progress		1.430.225	416
Receivables from group enterprises		4.332.029	777
Deferred tax	7	1.838.000	1.621
Other receivables		1.039.959	2
Prepayments	8	234.737	216
Receivables		17.183.088	6.866
Cash		4.476.764	2.274
Current assets		27.633.113	15.290
Assets		44.137.057	33.052

Balance sheet at 31.12.2016

	Notes	2016 DKK	2015 DKK'000
Contributed capital		500.000	500
Retained earnings		(30.168.158)	(13.461)
Equity		(29.668.158)	(12.961)
Other provisions		377.083	423
Provisions		377.083	423
Finance lease liabilities		133.459	0
Payables to group enterprises		32.080.379	12.781
Non-current liabilities other than provisions	9	32.213.838	12.781
Current portion of long-term liabilities other than provisions	9	50.000	0
Bank loans		24.630.122	21.112
Prepayments received from customers		3.541.117	481
Trade payables		6.283.866	3.771
Payables to group enterprises		36.087	254
Other payables		6.673.102	7.191
Current liabilities other than provisions		41.214.294	32.809
Liabilities other than provisions		73.428.132	45.590
Equity and liabilities		44.137.057	33.052
Going concern	1		
Contingent liabilities	10		

Statement of changes in equity for 2016

	Contributed capital DKK	Retained earnings DKK	Total DKK
Equity beginning of year	500.000	(13.461.111)	(12.961.111)
Profit/loss for the year	0	(16.707.047)	(16.707.047)
Equity end of year	500.000	(30.168.158)	(29.668.158)

1. Going concern

As described in the management commentary and in the section Accounting policies – Management's material judgements and estimates, to which we refer, financing the Company's and the Group's activities in the financial year 2017, including financing the expected increased activity in sales, requires a more flexible liquidity preparedness in certain periods of 2017.

To establish sufficient financing for continuing the Company's and the Groups activities (going concern) and to support the requirements of working capital, Dynatest has entered into a sale and lease back agreement with Sydbank. The leasing agreement is backed by the majority shareholder, and generate net cash of 14.1 mDKK after paying instalments due in 2017. In addition hereto expected sales in the second half of 2017 together with a tax refund is expected to deliver additional liquidity, which generates a relevant liquidity buffer within the existing credit lines.

In light of the above, Management find the Company to have sufficient capital ressources for the planned activities until achieving profitable operation and, as such, the financial statements for the financial year 2016 are presented under the going concern assumption.

	2016	2015
	DKK	DKK'000
2. Staff costs		
Wages and salaries	21.091.070	18.215
Pension costs	1.039.385	883
Other social security costs	812.731	720
Other staff costs	420.301	366
	23.363.487	20.184
	2016	2015
	DKK	DKK'000
3. Other financial expenses		
Financial expenses from group enterprises	292.785	294
Interest expenses	770.030	354
	1.062.815	648
	2016	2015
_	DKK	DKK'000
4. Tax on profit/loss for the year		
Change in deferred tax for the year	(216.521)	(142)
<u>.</u>	(216.521)	(142)

	Other
	fixtures and
	fittings,
	tools and
	equipment
	DKK
5. Property, plant and equipment	
Cost beginning of year	21.417.667
Additions	1.164.437
Disposals	(411.422)
Cost end of year	22.170.682
Depreciation and impairment losses beginning of the year	(4.540.700)
Depreciation for the year	(1.911.069)
Reversal regarding disposals	32.171
Depreciation and impairment losses end of the year	(6.419.598)
Carrying amount end of year	15.751.084
	Deposits
	DKK
6. Fixed asset investments	
Cost beginning of year	883.855
Disposals	(130.995)
Cost end of year	752.860
Carrying amount end of year	752.860

	2016 <u>DKK</u>	2015 DKK'000
7. Deferred tax		
Property, plant and equipment	(1.282.799)	(1.042)
Tax losses carried forward	3.120.799	2.663
	1.838.000	1.621

8. Prepayments

Prepayments comprise prepayed expenses.

	Instalments within 12 months	Instalments beyond 12 months
	2016	2016
	DKK	DKK
9. Liabilities other than provisions	<u> </u>	<u> </u>
Finance lease liabilities	50.000	133.459
Payables to group enterprises	0	32.080.379
	50.000	32.213.838

10. Contingent liabilities

As a security for debt to banks of DKK ('000) 24,600 Dynatest Denmark A/S has issued a floating charge of a nominal amount of DKK ('000) 7,000. The floating charge includes the following assets, with a carrying amount as at 31 December 2016 of:

Fixtures and equipment, DKK ('000) 15,751 Trade receivables, DKK ('000) 8,308 Inventories, DKK ('000) 5,973

Dynatest Denmark A/S has issued gurantees to customers in the amount of DKK ('000) 2,812.

Dynatest Denmark A/S has signed a tenancy rental agreement for their leasehold with 65 months interminability at 31 May 2022 corresponding to a rent of DKK ('000) 9,783.

Dynatest Denmark A/S has lease payments (operating lease) of DKK ('000) 241 until 2021.

Dynatest Denmark A/S participates in a Danish joint taxation arrangement in which Dynatest Finance ApS serves as the administration company. According to the joint taxation provisions of the Danish Corporation Tax Act, the Company is therefore liable for income taxes etc. for the jointly taxed companies and also for

obligations, if any, relating to the withholding of tax on interest, royalties and dividend for the jointly taxed companies.

9. Ownership

The following shareholder is recorded in the company's register of shareholders as owning minimum 5% of the votes or minimum 5% of the share capital:

Dynatest International A/S Gladsaxevej 342 2860 Søborg

Reporting class

This annual report has been presented in accordance with the provisions of the Danish Financial Statements Act governing reporting class B enterprises.

The accounting policies applied for these financial statements are consistent with those applied last year.

Managements material judgements and estimates

When preparing the Company's annual report, it is necessary that Management makes a number of accounting judgments and estimates which form the basis for presentation, recognition and measurement of the Company's assets and liabilities. In particular, the accounting judgments and estimates made by Management related to:

• The sufficiency of the Company's financing to continue activities. The Management commentary and note 1 of the financial statements states how future activities are expected to be financed. The planned activities for 2017 expects to generate a small positive EBITDA. Based on this Management find that the Company and the Group have sufficient capital resources. The planned activities - including continued strengthening of EBITDA during the financial year 2017 and compared to the financial year 2016 - is based on assumptions which Management consider to be reasonable and realistic, but which by nature include a level of uncertainty.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable as a result of a prior event that future economic benefits will flow to the Entity, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when the Entity has a legal or constructive obligation as a result of a prior event, and it is probable that future economic benefits will flow out of the Entity, and the value of the liability can be measured reliably.

On initial recognition, assets and liabilities are measured at cost. Measurement subsequent to initial recognition is effected as described below for each financial statement item.

Anticipated risks and losses that arise before the time of presentation of the annual report and that confirm or invalidate affairs and conditions existing at the balance sheet date are considered at recognition and measurement.

Income is recognised in the income statement when earned, whereas costs are recognised by the amounts attributable to this financial year.

Foreign currency translation

On initial recognition, foreign currency transactions are translated applying the exchange rate at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date are translated using the exchange rate at the balance sheet date.

Exchange differences that arise between the rate at the transaction date and the one in effect at the payment date, or the rate at the balance sheet date are recognised in the income statement as financial income or financial expenses.

Income statement

Gross profit or loss

Gross profit or loss comprises revenue, production costs and other operating income.

Revenue

Revenue from the sale of manufactured goods and goods for resale is recognised in the income statement when delivery is made and risk has passed to the buyer. Revenue from the sale of services is recognised in the income statement when delivery is made to the buyer. Revenue is recognised net of VAT, duties and sales discounts and is measured at fair value of the consideration fixed.

Contract work in progress is included in revenue based on the stage of completion so that revenue corresponds to the selling price of the work performed in the financial year (the percentage-of-completion method).

Production costs

Production costs comprise expenses incurred to earn revenue for the financial year. Production costs comprise direct and indirect costs for raw materials and consumables, wages and salaries, rent and lease as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment included in the production process. In addition, the item includes ordinary write-down of inventories.

Also, provisions for loss on contract work in progress are recognised under production costs.

Distribution costs

Distribution costs comprise costs incurred for sale and distribution of the Entity's products, including wages and salaries for sales staff, advertising costs, travelling and entertainment expenses, etc as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment attached to the distribution process.

Administrative costs

Administrative expenses comprise expenses incurred for the Entity's administrative functions, including wages and salaries for administrative staff and Management, stationary and office supplies as well as amortisation, depreciation and impairment losses relating to intangible assets and property, plant and equipment used for administration of the Entity.

Income from other fixed asset investments

Income from other fixed asset investments comprises gains in the form of interest, dividends, etc on fixed asset investments which are not investments in group enterprises or associates.

Other financial income

Other financial income comprises interest income, including interest income on receivables from group enterprises, payables and transactions in foreign currencies.

Other financial expenses

Other financial expenses comprise interest expenses, including interest expenses on payables to group enterprises, payables and transactions in foreign currencies, etc.

Tax on profit/loss for the year

Tax for the year, which consists of current tax for the year and changes in deferred tax, is recognised in the income statement by the portion attributable to the profit for the year and recognised directly in equity by the portion attributable to entries directly in equity.

Balance sheet

Property, plant and equipment

Other 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 time when it is ready to be put into operation. For self-manufactured assets, cost comprises direct costs of materials, components, subsuppliers and labour costs.

The basis of depreciation is cost less estimated residual value after the end of useful life. Straight-line depreciation is made on the basis of the following estimated useful lives of the assets:

Other fixtures and fittings, tools and equipment

3-10 years

Plant and equipment are written down to the lower of recoverable amount and carrying amount.

Inventories

Inventories are measured at the lower of cost using the FIFO method and net realisable value.

Cost consists of purchase price plus delivery costs. Cost of manufactured goods and work in progress consists of costs of raw materials, consumables and direct labour costs.

The net realisable value of inventories is calculated as the estimated selling price less completion costs and costs incurred to execute sale.

Receivables

Receivables are measured at amortised cost, usually equalling nominal value less write-downs for bad and doubtful debts.

Contract work in progress

Contract work in progress regarding individualized products is measured at the selling price of the work carried out at the balance sheet date.

The selling price is measured based on the stage of completion and the total estimated income from the individual contracts in progress. Usually, the stage of completion is determined as the ratio of actual to total budgeted consumption of resources.

If the selling price of a project in progress cannot be made up reliably, it is measured at the lower of costs incurred and net realisable value.

Each contract in progress is recognised in the balance sheet under receivables or liabilities other than provisions, depending on whether the net value, calculated as the selling price less prepayments received, is positive or negative.

Costs of sales work and of securing contracts as well as financing costs are recognised in the income statement as incurred.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amount and tax-based value of assets and liabilities, for which the tax-based value of assets is calculated based on the planned use of each asset.

Deferred tax assets, including the tax base of tax loss carryforwards, are recognised in the balance sheet at their estimated realisable value, either as a set-off against deferred tax liabilities or as net tax assets.

Prepayments

Prepayments comprise incurred costs relating to subsequent financial years. Prepayments are measured at cost.

Cash

Cash comprises cash in hand and bank deposits.

Other provisions

Other provisions comprise anticipated costs of non-recourse guarantee commitments, returns, loss on contract work in progress, decided and published restructurings, etc.

Other provisions are recognised and measured as the best estimate of the expenses required to settle the liabilities at the balance sheet date. Provisions that are estimated to mature more than one year after the balance sheet date are measured at their discounted value.

If goods are sold on approval, a provision is made for the mark-up on the goods estimated to be returned as well as any expenses related to the returns.

Non-recourse guarantee commitments comprise commitments to remedy defects and deficiencies within the guarantee period.

On acquisition of enterprises and investments in group enterprises, provisions are made for costs relating to restructurings in the acquired enterprise that were decided and published at the takeover date at the latest.

Once it is likely that total costs will exceed total income from a contract in progress, provision is made for the total loss estimated to result from the relevant contract.

Finance lease liabilities

Lease commitments relating to assets held under finance leases are recognised in the balance sheet as liabilities other than provisions, and, at the time of inception of the lease, measured at the present value of future lease payments. Subsequent to initial recognition, lease commitments are measured at amortised cost. The difference between present value and nominal amount of the lease payments is recognised in the income statement as a financial expense over the term of the leases.

Other financial liabilities

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

Prepayments received from customers

Prepayments received from customers comprise amounts received from customers prior to delivery of the goods agreed or completion of the service agreed.