# Sirona Dental A/S

Rho 10 8382 Søften Denmark

CVR no. 21 26 46 87

**Annual report 2017** 

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

28 May 2018

chairman

# Sirona Dental A/S Annual report 2017

# CVR no. 21 26 46 87

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Aarhus, 28 May 2018

Chairman

# 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 Sirona Dental 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 development in the Company's operations and financial matters, of the results for the year and of the Company's financial position.

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

Executive Board:

Mads Møller

Board of Directors:

Jan Siefert Michael Geil Markus Dr. Boehringer



# Independent auditor's report

## To the shareholder of Sirona Dental A/S

# **Opinion**

We have audited the financial statements of Sirona Dental A/S for the financial year 1 January - 31 December 2017 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 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.

Aarhus, 28 May 2018

**KPMG** 

Statsautoriseret Revisionspartnerselskab

CVR no. 25 57 81 98

Michael Stenskrog State Authorised Public Accountant MNE no. 26819

# Sirona Dental A/S Annual report 2017

CVR no. 21 26 46 87

# **Management's review**

# **Company details**

Sirona Dental A/S Rho 10 8382 Søften Denmark

Telephone: +45 87 43 90 60 Fax: +45 87 43 90 61

Website: www.sironahygiene.com
E-mail: contract.hygiene@sirona.com

CVR no.: 21 26 46 87

Established: 16 September 1998

Registered office: Aarhus

Financial year: 1 January – 31 December

# **Board of Directors**

Jan Siefert, Chairman Michael Geil Markus Dr. Boehringer

# **Executive Board**

Mads Møller

# **Auditor**

KPMG Statsautoriseret Revisionspartnerselskab Bredskifte Allé 13 DK-8210 Aarhus V

# **Management's review**

# **Financial highlights**

DKK'000	2017 (12 mos)	2015/16 (15 mos)	2015	2014	2013
Key figures					
Gross profit	43,288	60,439	48,314	35,671	27,948
Operating profit	29,373	42,805	34,682	20,449	3,545
Profit/loss from financial					
income and expenses	45	-49	-55	79	69
Profit for the year	22,927	33,283	26,452	15,474	2,702
Total assets	51,938	59,755	61,157	48,693	33,303
Equity	35,928	46,284	41,403	31,951	16,477
Investment in property,					
plant and equipment	1,347	4,372	4,203	3,243	2,418
Ratios					
Return on equity	55.8%	75.9%	72.1%	63.9%	11.0%
Solvency ratio	69.2%	77.5%	67.7%	65.6%	49.5%
Other key figures	<u> </u>	<u> </u>	<u> </u>	<u> </u>	
Average number of full-time					
employees	54	57	54	58	60

<sup>\*</sup>The figures for 2015/16 cover 15 months and are therefore not comparable to other years.

Financial ratios are calculated in accordance with the Danish Society of Financial Analysts' guidelines on the calculation of financial ratios "Recommendations and Ratios". The financial ratios have been calculated as follows:

Return on equity

Profit from ordinary activities after tax x 100 Average equity

Solvency ratio

Equity at year end x 100
Total equity and liabilities at year end

# **Management's review**

# **Operating review**

# **Principal activities**

The Company is primarily engaged in the development, production, sale and service of combination autoclaves for dental clinics. A combination autoclave cleans, lubricates and sterilies rotating dental instruments in one process. Sirona Dental A/S is the hygiene competence centre in the Dentsply Sirona Group.

# **Development in activities and financial position**

The financial period for 2017 covers 12 months, and the figures are not comparable to the comparative figures for 2015/16, which cover 15 months.

When adjusted for the change in financial year, gross profit and EBIT are slightly down on last year's results. This is primarily due to a lower activity level.

Despite a lower activity level than anticipated, profit for the year was close to forecast, and accordingly the Board of Directors and Executive Baord consider the financial performance satisfactory.

# Capital resources

Dividends of DKK 33,283 thousand were distributed during 2017. As a result of the dividend distribution and profit for the year, equity decreased from DKK 46,284 thousand at the end of 2015/16 to DKK 35,928 thousand at the end of 2017.

# **Currency risks**

There are no major currency risks. The vast majority of cost and sales are settled in DKK or EUR.

### **Environment**

As environment is also a focus area for Sirona Dental A/S, we will take measures to become certified to ISO 14001:2015 during the next financial year.

### **Development activities**

The development in the industry require continuous focus on safety and other quality-related aspects. Sirona Dental A/S works closely with end-users of Sirona products by monitoring and seeking feedback as well as providing training and guidance. Furthermore, the Company has, in line with prior years, prioritised product development to meet future expected legislative requirements.

# Intellectual capital and organisation

Employees and their insights as well as knowledge are important resources to Sirona Dental A/S, and committed and qualified employees are vital to the Company's continuous development. Consequently, development, education and empowerment are given a high priority.

# Quality

Sirona Dental A/S has maintained its quality certification to EN ISO 13485:2016.

# **Management's review**

# **Operating review**

# **Outlook**

Sirona Dental A/S expects contribution margin and operating profit for 2018 to be in line with the results for 2017.

# **Events after the balance sheet date**

No significant events have taken place which impact the assessment of the Company's financial position.

# **Income statement**

DKK'000	Note	2017 (12 mos)	2015/16 (15 mos)
Gross profit	2, 3	43,288	60,439
Distribution costs	2, 3	-5,717	-6,601
Administrative expenses	2, 3	-8,198	-11,033
Operating profit		29,373	42,805
Financial income		145	449
Financial expenses		-100	-498
Profit before tax		29,418	42,756
Tax on profit for the year	4	-6,491	-9,473
Profit for the year	5	22,927	33,283
	· ·		

# **Balance sheet**

DKK'000	Note	2017	2016
ASSETS			
Fixed assets			
Intangible assets	6		
Software		172	48
		172	48
Property, plant and equipment	7		
Plant and machinery		3,396	5,200
Fixtures and fittings, tools and equipment		100	185
Leasehold improvements		2,190	2,296
		5,686	7,681
Investments			
Deposits		1,075	1,075
		1,075	1,075
Total fixed assets		6,933	8,804
Current assets			
Inventories			
Raw materials and consumables		10,716	9,909
Work in progress		1,971	2,341
Finished goods and goods for resale		1,867	1,890
		14,554	14,140
Receivables			
Trade receivables		6,234	5,869
Receivables from group entities		9,470	8,871
Other receivables		451	512
Deferred tax asset	8	712	596
Prepayments		606	340
		17,473	16,188
Cash at bank and in hand		12,978	20,623
Total current assets		45,005	50,951
TOTAL ASSETS		51,938	59,755

# **Balance sheet**

DKK'000	Note	2017	2016
EQUITY AND LIABILITIES			
Equity			
Share capital		13,001	13,001
Proposed dividends for the financial year		0	33,283
Retained earnings		22,927	0
Total equity		35,928	46,284
Provisions			
Warranty provisions	9	767	463
Total provisions		767	463
Liabilities other than provisions			
Current liabilities other than provisions			
Trade payables		10,863	7,737
Other payables including taxes payable		4,380	5,271
		15,243	13,008
Total liabilities other than provisions		15,243	13,008
TOTAL EQUITY AND LIABILITIES		51,938	59,755
	40		
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# Statement of changes in equity

	Share capital	Retained earnings	Proposed dividends for the financial year	Total
Equity at 1 January 2017	13,001	0	33,283	46,284
Ordinary dividends paid	0	0	-33,283	-33,283
Transferred over the profit appropriation	0	22,927	0	22,927
Equity at 31 December 2017	13,001	22,927	0	35,928

# **Notes**

# 1 Accounting policies

The annual report of Sirona Dental A/S for 2017 has been prepared in accordance with the provisions applying to reporting class C medium-sized entities under the Danish Financial Statements Act.

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. 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, payables and other monetary items denominated in foreign currencies are translated at the exchange rates 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 latest financial statements is recognised in the income statement as financial income or financial expenses.

### Applied exemption in the Danish Financial Statements Act

In accordance with section 86 (4) of the Danish Financial Statements Act, the Company has not prepared a cash flow statement, as such a statement is included in the consolidated cash flow statement of the parent company, Sirona Dental Systems GmbH.

Pursuant to section 98b (3) of the Danish Financial Statements Act, the Company has not diclosed executive remuneration.

### Income statement

### Revenue

Income from the sale of goods, comprising the sale of trade and finished goods, is recognised in revenue when delivery and transfer of risk to the buyer have taken place, and the income may be measured reliably and is expected to be received.

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

### **Production costs**

Production costs comprise costs including depreciation and amortisation and salaries incurred in generating revenue for the year. Such costs include direct and indirect costs of raw materials and consumables, wages and salaries, rent and leases and drepreciation of productive equipment.

Production costs also comprise research and development costs that do not qualify for capitalisation and amortisation of capitalised development costs.

# **Notes**

# 1 Accounting policies (continued)

## **Gross Profit**

In accordance with section 32 of the Danish Financial Statements Act, revenue and production costs are aggregated in the financial statement caption "Gross profit".

### **Distribution costs**

Distribution costs comprise costs incurred to distribute goods sold during the year and to conduct sales campaigns, etc., including costs relating to sales staff, advertising and exhibitions as well as depreciation.

# **Administrative expenses**

Administrative expenses comprise expenses incurred during the year for management and administration of the company, including expenses of administrative staff, management, office premises, office expenses and depreciation.

## Financial income and expenses

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

## Tax on profit for the year

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 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.

Sirona Dental A/S is comprised by the Danish rules on compulsory joint taxation of the Dentsply Sirona Group's Da-ish subsidiaries. The subsidiaries are included in the joint taxation from the date on which they are included in the consolidated financial statements and up to the date on which they are excluded from the consolidation.

Sirona Dental A/S 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.

## **Balance sheet**

## Intangible assets

Software is measured at cost price deducted accumulated amortisation. Software is amortised over its useful life at a maximum of three years.

# **Notes**

# 1 Accounting policies (continued)

# Property, plant and equipment

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

The basis of depreciation, which is calculated as cost less any projected residual values after the end of the useful life, is depreciated on a straight-line basis over the estimated useful life. The estimated useful lives are as follows:

Plant and machinery

3-5 years
Fixtures and fittings, tools and equipment

2-5 years
Leasehold improvements

3-5 years

Fixed assets under construction are recognised and measured at cost at the balance sheet date. Upon entry into service, the cost is transferred to the relevant group of property, plant and equipment.

Depreciation is recognised in the income statement as production costs, distribution costs and administrative expenses, respectively.

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

## Impairment of fixed assets

The carrying amount of intangible assets and property, plant and equipment is subject to an annual test for indications of impairment other than the decrease in value reflected by depreciation or amortisation.

Impairment tests are conducted of individual assets or groups of assets when there is an indication that they may be impaired. Write-down is made to the recoverable amount if this is lower than the carrying amount.

# Leases

All leases are operating leases. Payments relating to operating leases are recognised in the income statement over the term of the lease. The Company's total obligation relating to operating leases is disclosed as contracual obligation, etc.

### **Financial assets**

Financial assets comprise deposits which are measured at cost price.

### **Inventories**

Inventories are measured at cost in accordance with the weighted average method. Where the net realisable value is lower than cost, inventories are written down to this lower value.

Goods for resale and raw materials and cosumables are measured at cost, comprising purchase price plus delivery costs.

# Financial statements 1 January – 31 December

# **Notes**

# 1 Accounting policies (continued)

Finished goods and work in progress are measured at cost, comprising the cost of raw materials, consumables, direct wages and salaries and indirect production overheads.

### Receivables

Receivables are measured at amortised cost. Write-down is made for bad debt losses uopn an assessment of the individual receivables.

### **Prepayments**

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

# Corporation tax and deferred tax

Current tax payable and receivable are recognised under receivable and payable 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 joint taxation contribution 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.

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.

# **Equity**

### Dividends

Proposed dividends are recognised as a liability at the date on which they are adopted at the annual general meeting (declaration date). The expected dividend payment for the year is disclosed as a separate item under equity.

# **Provisions**

Provisions for ordinary warranty and service obligations on sold products are measured at net realisable value and recognised on the basis of the Company's past record with warranties.

# Liabilities other than provisions

Liabilities are measured at net realisable value.

# **Notes**

# 2 Staff costs and incentive schemes

_	Stall Costs and incentive schemes	2017 (12 mos)	2015/16 (15 mos)
	Wages and salaries	25,423	32,199
	Pensions	447	558
	Other social security costs	1,248	2,342
		27,118	35,099
	Average number of full-time employees	54	57
	Staff costs are distributed as follows:		
	Production costs	17,005	22,684
	Distribution costs	4,888	5,655
	Administrative expenses	5,225	6,760
		27,118	35,099
3	Depreciation and amortisation		
	Production costs	2,740	2,413
	Administrative expenses	627	752
		3,367	3,165
4	Tax on profit		
	Current tax for the year	-6,607	-9,167
	Adjustment for the year of deferred tax	116	-306
	,	-6,491	-9,473
5	Proposed profit appropriation		
	Proposed dividends for the year	0	33,283
	Retained earnings	22,927	0
		22,927	33,283

# **Notes**

# 6 Intangible assets

DKK'000	Software
Cost at 1 January 2017	1,550
Additions for the year	150
Cost at 31 December 2017	1,700
Amortisation at 1 January 2017	-1,502
Amortisation for the year	-26
Amortisation at 31 December 2017	-1,528
Carrying amount at 31 December 2017	172

# 7 Property, plant and equipment

DKK'000	Plant and machinery	Fixtures and fittings, tools and equipment	Leasehold improve- ments	<u>Total</u>
Cost at 1 January 2017	11,802	871	2,734	15,407
Additions for the year	903	30	414	1,347
Cost at 31 December 2017	12,705	901	3,148	16,754
Depreciation at 1. January 2017	-6,602	-686	-438	-7,726
Depreciation for the year	-2,707	-115	-520	-3,342
Depreciation at 31 December 2017	-9,309	-801	-958	-11,068
Carrying amount at 31 December 2017	3,396	100	2,190	5,686

# 8 Deferred tax asset

DKK'000	2017 (12 mos)	2015/16 (15 mos)
Deferred tax at opening	596	902
Deferred tax adjustment for the year in the income statement	116	-306
Deferred tax at 31 December	712	596

# **Notes**

# 9 Warranty provisions

	)
Warranty and commitments opening 463	470
Changes in provisions 304	-7
Warranty provisions at 31 December 767	463

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# 10 Contractual obligations, contingencies, etc.

Sirona Dental A/S has entered into contracts with rent and lease obligations totalling an amount of DKK 6,172 thousand (2015/16: DKK 8,285 thousand), of which DKK 1,709 thousand is due for payment next year.

The Company is jointly taxed with other Danish group companies. As the administration company, together with the other companies included in the joint taxation, the Company has joint and several unlimited liability for Danish corporation taxes payable and withholding taxes on dividends, interest, etc. Any subsequent corrections to the taxable joint taxation income or withholding taxes may imply that the Company's liability will increase.

## 11 Related party disclosures

### Control

Sirona Dental Systems GmbH, Bensheim, Germany A/S holds the majority of the share capital in the company.

Sirona Dental A/S is part of the consolidated financial statements of Sirona Dental Systems GmbH, Fabrikstrasse 31, D-64625 Bensheim, which is the smallest group in which the Company is included as a subsidary.

The consolidated financial statements of Sirona Dental Systems GmbH can be obtained by contacting the Company or at the following website: www.sirona.de

Sirona Dental A/S is part of the consolidated financial statements of Dentsply Sirona Inc., registered office Dentsply Sirona, Susquehanna Commerce Center, 221 W. Philadelphia Street, Suite 60W, Yoek, PA 17401, which is the largest group in which the Company is included as a subsidary.

The consolidated financial statements of Dentsply Sirona Inc. can be obtained by contracting the Company or at the following website: http://invester.dentsplysirona.com

# **Related party transactions**

In accordance with section 98 c(7) of the Danish Financial Statements Act, the Company has not disclosed any related party transactions as they were conducted on an arm's length basis.